

MARVEL
COMICS
GROUP **12¢**

the AMAZING SPIDER-MAN

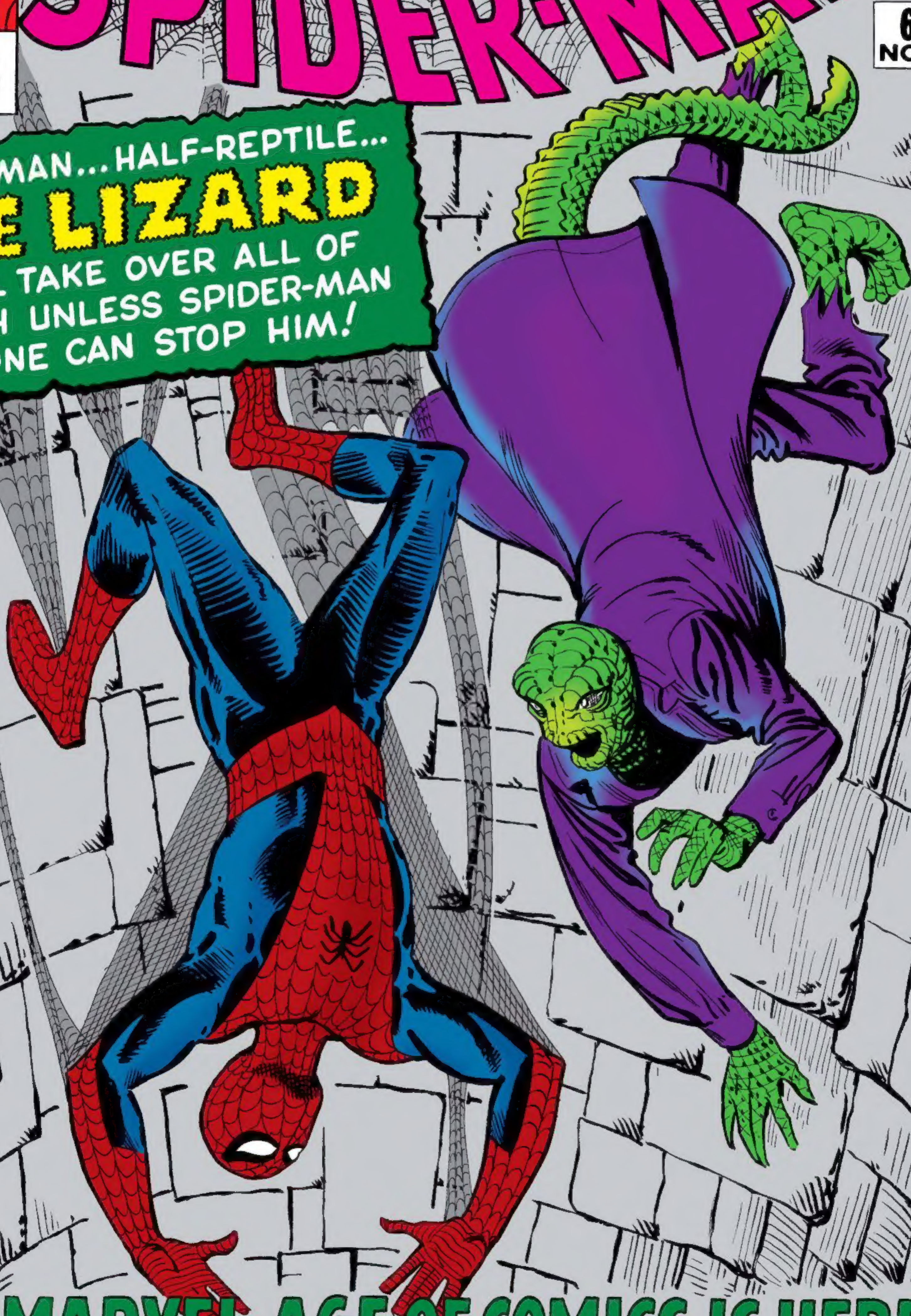
APPROVED
BY THE
COMICS
CODE
AUTHORITY
IND.

6
NOV.

HALF-MAN... HALF-REPTILE...

THE LIZARD

WILL TAKE OVER ALL OF
EARTH UNLESS SPIDER-MAN
ALONE CAN STOP HIM!



THE MARVEL AGE OF COMICS IS HERE!



"FACE-TO-FACE WITH... THE LIZARD!"

IT IS COMMON KNOWLEDGE THAT **SPIDER-MAN** IS THE MOST SUCCESSFUL NEW SUPER-HERO SINCE THE FANTASTIC FOUR!

THIS, THE LATEST AND POSSIBLY THE GREATEST OF ALL HIS ADVENTURES, WILL SHOW YOU *WHY* THE MYSTERIOUS MASKED TEEN-AGER HAS BECOME AMERICA'S SUPER SENSATION!

WRITTEN BY:
STAN LEE

DRAWN BY:
STEVE DITKO

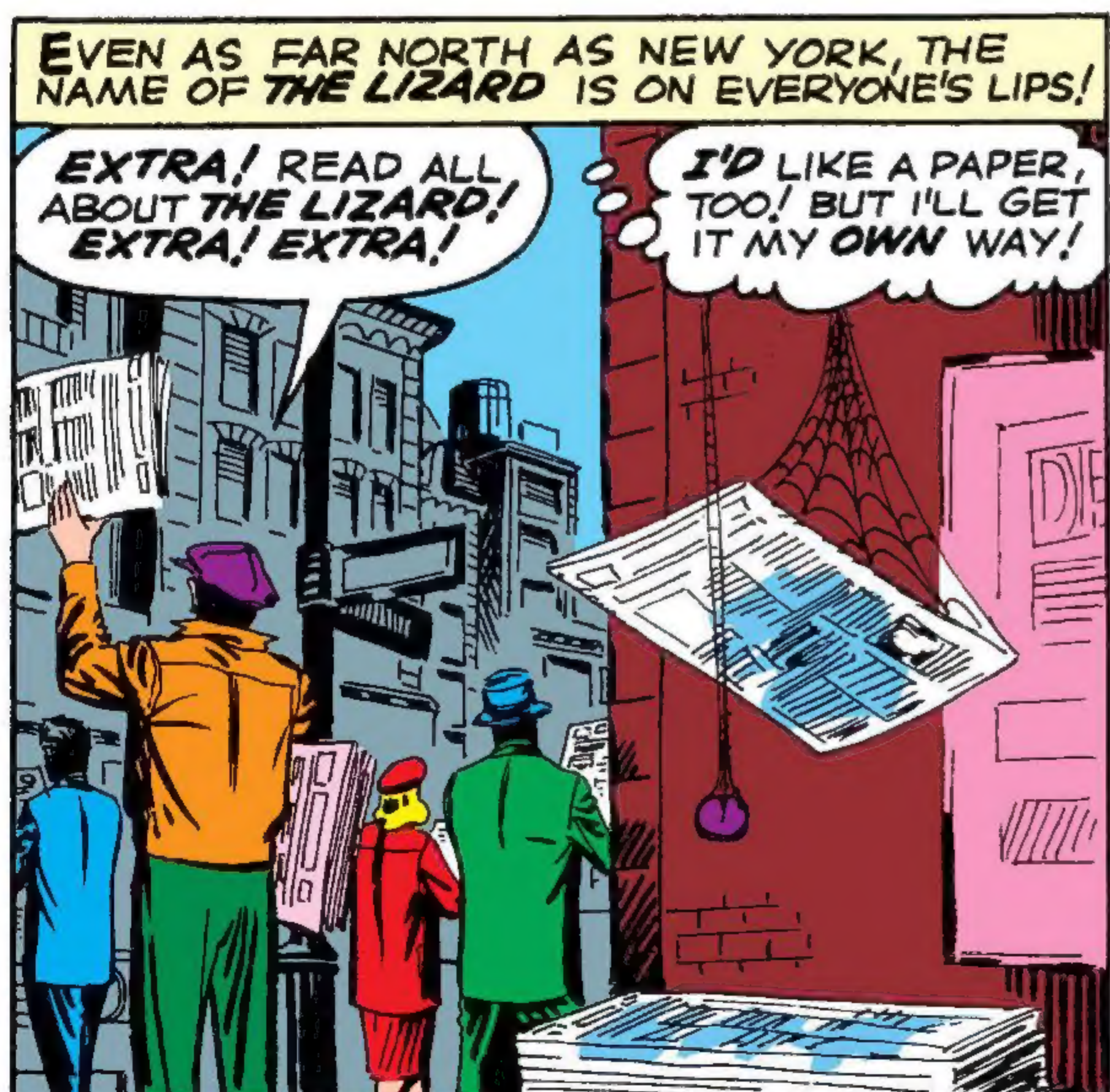
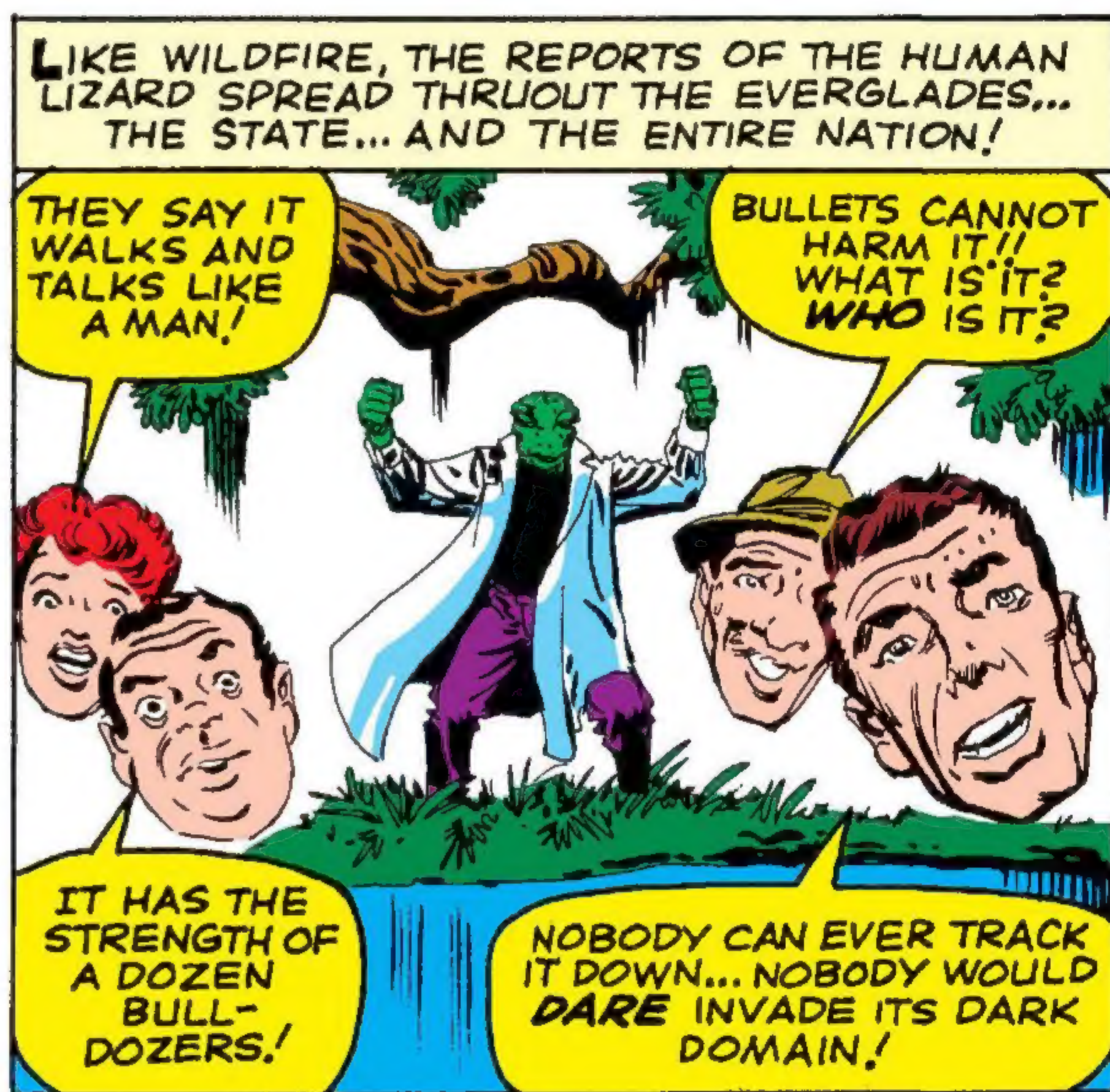
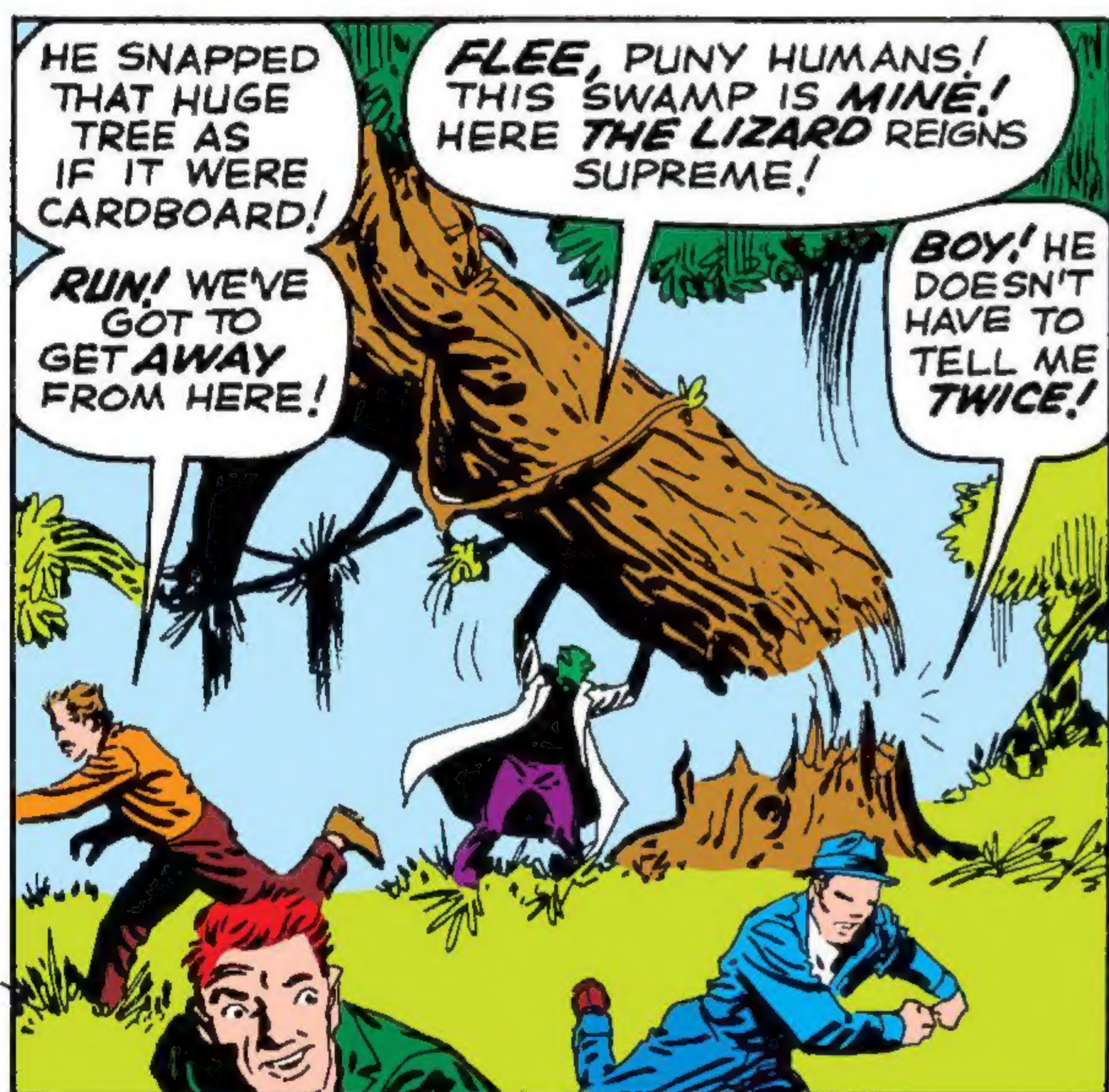
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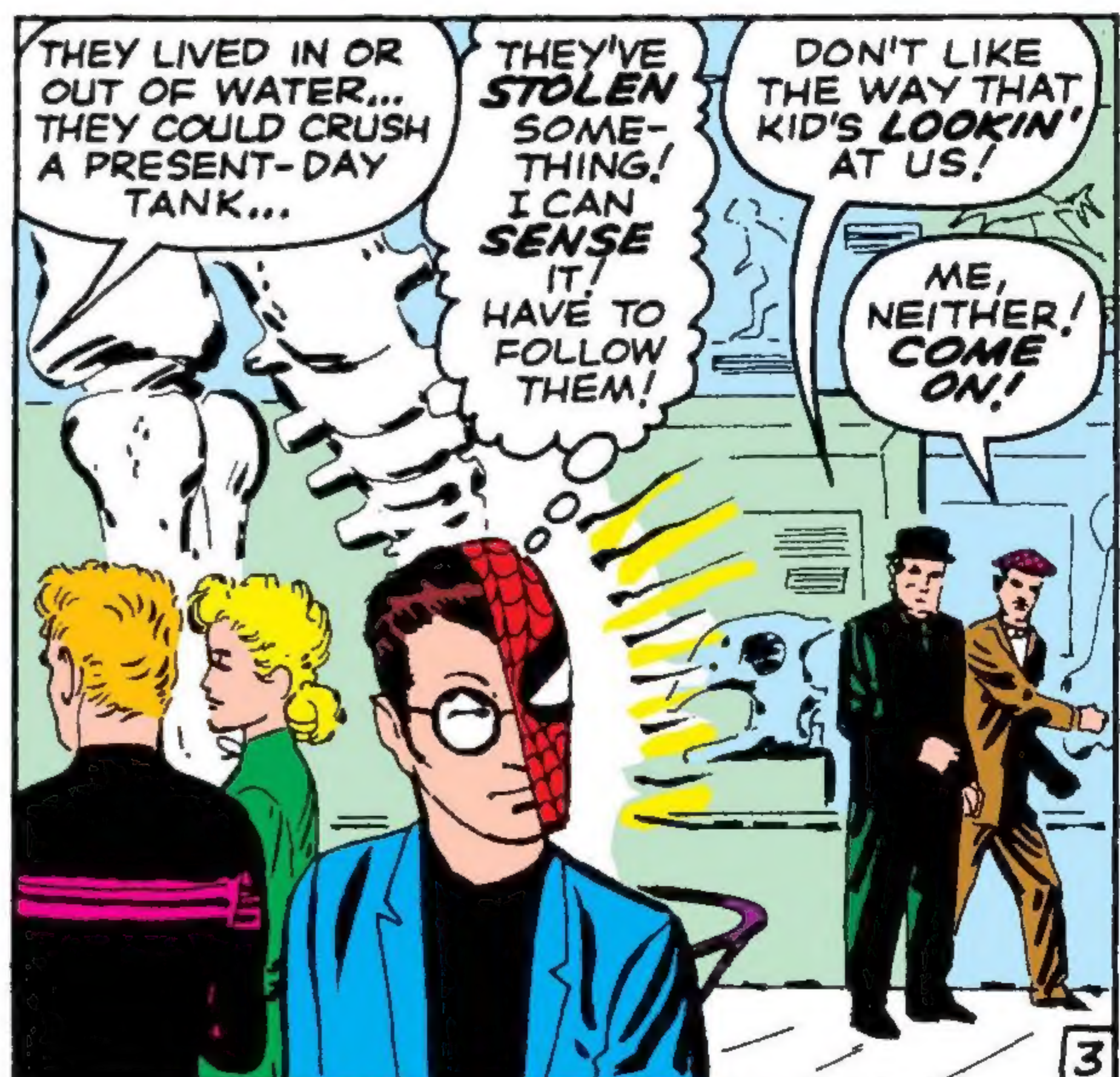
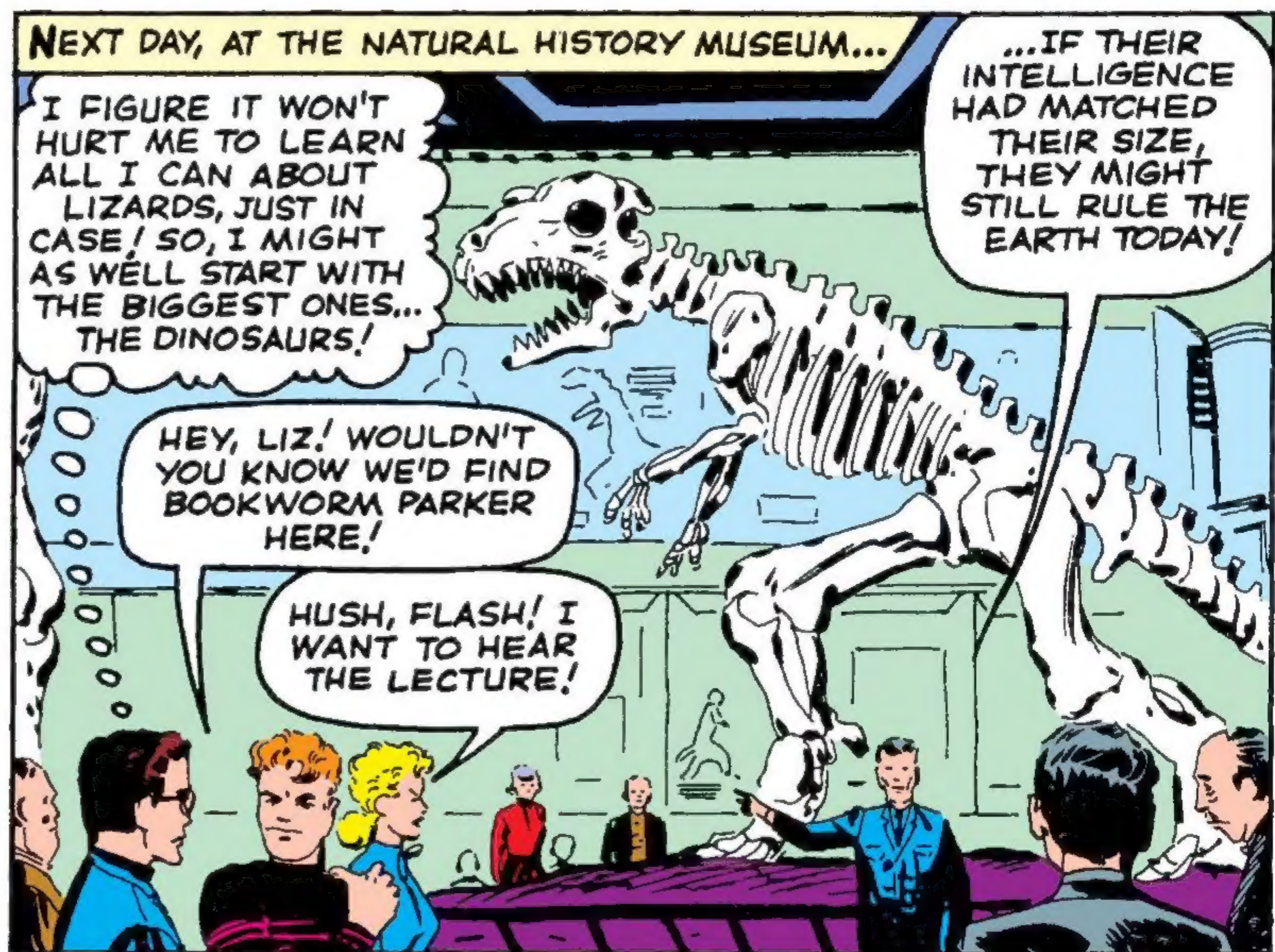


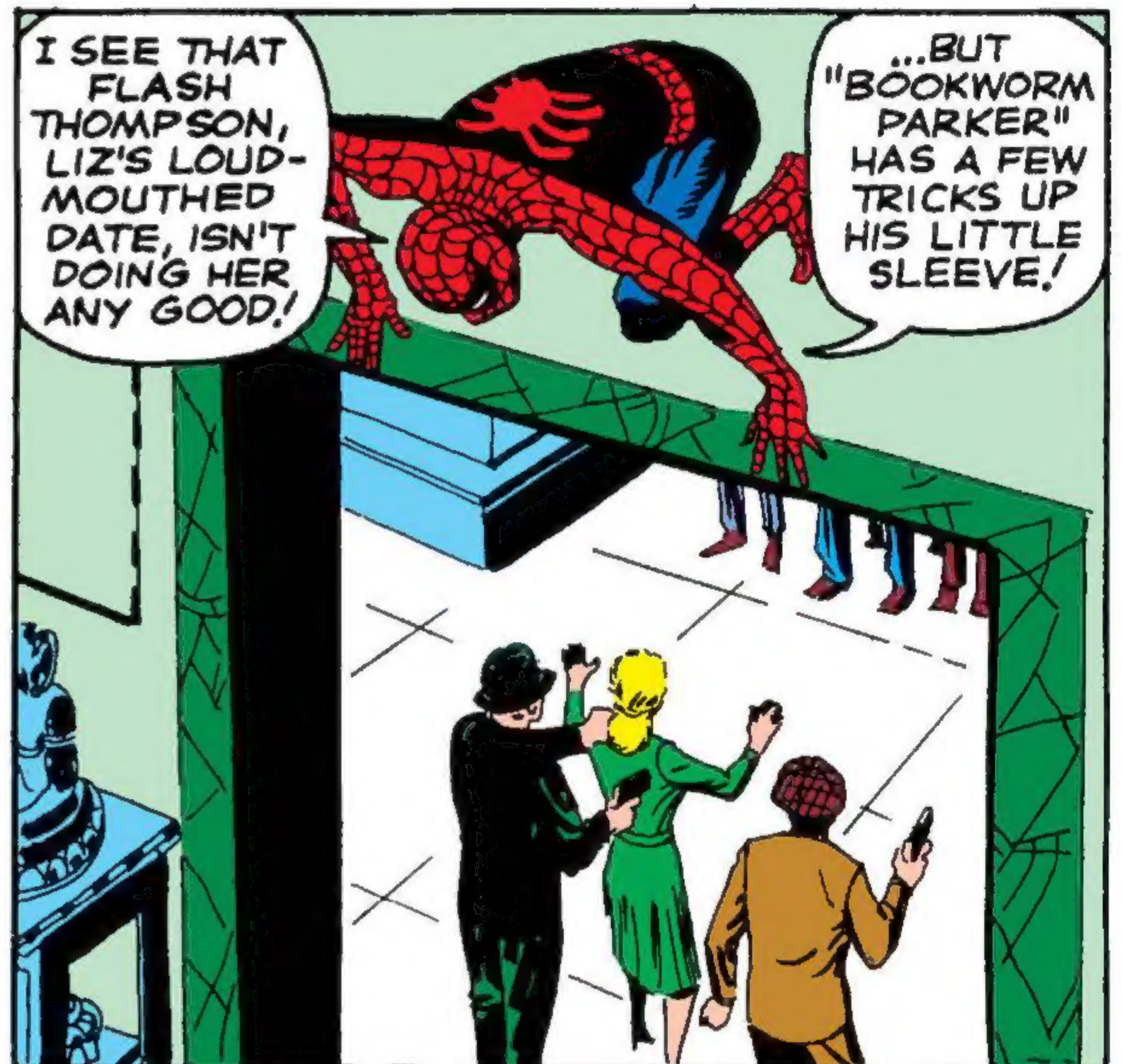
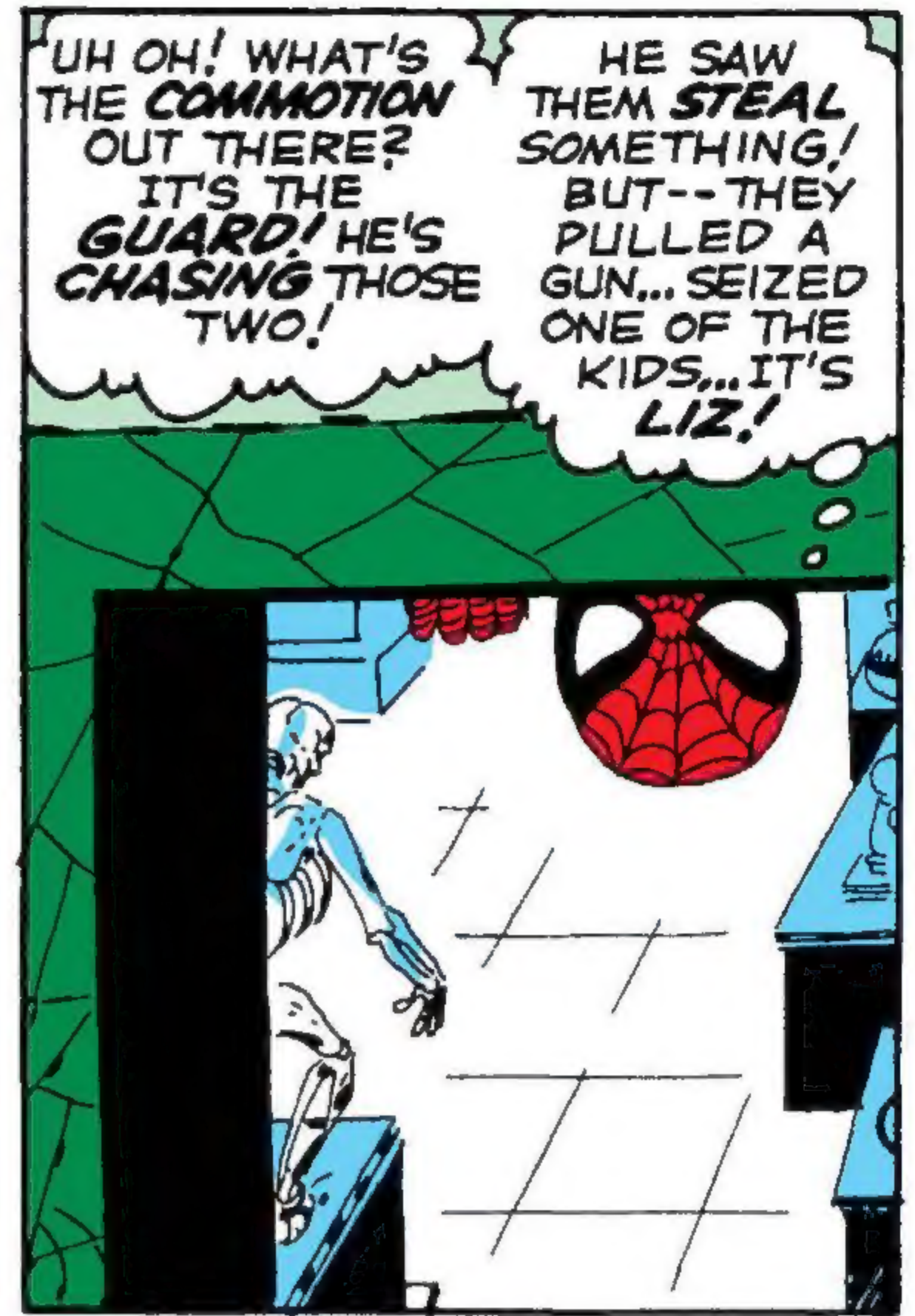
A
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SPIDER-MAN
SUPER
EPIC!

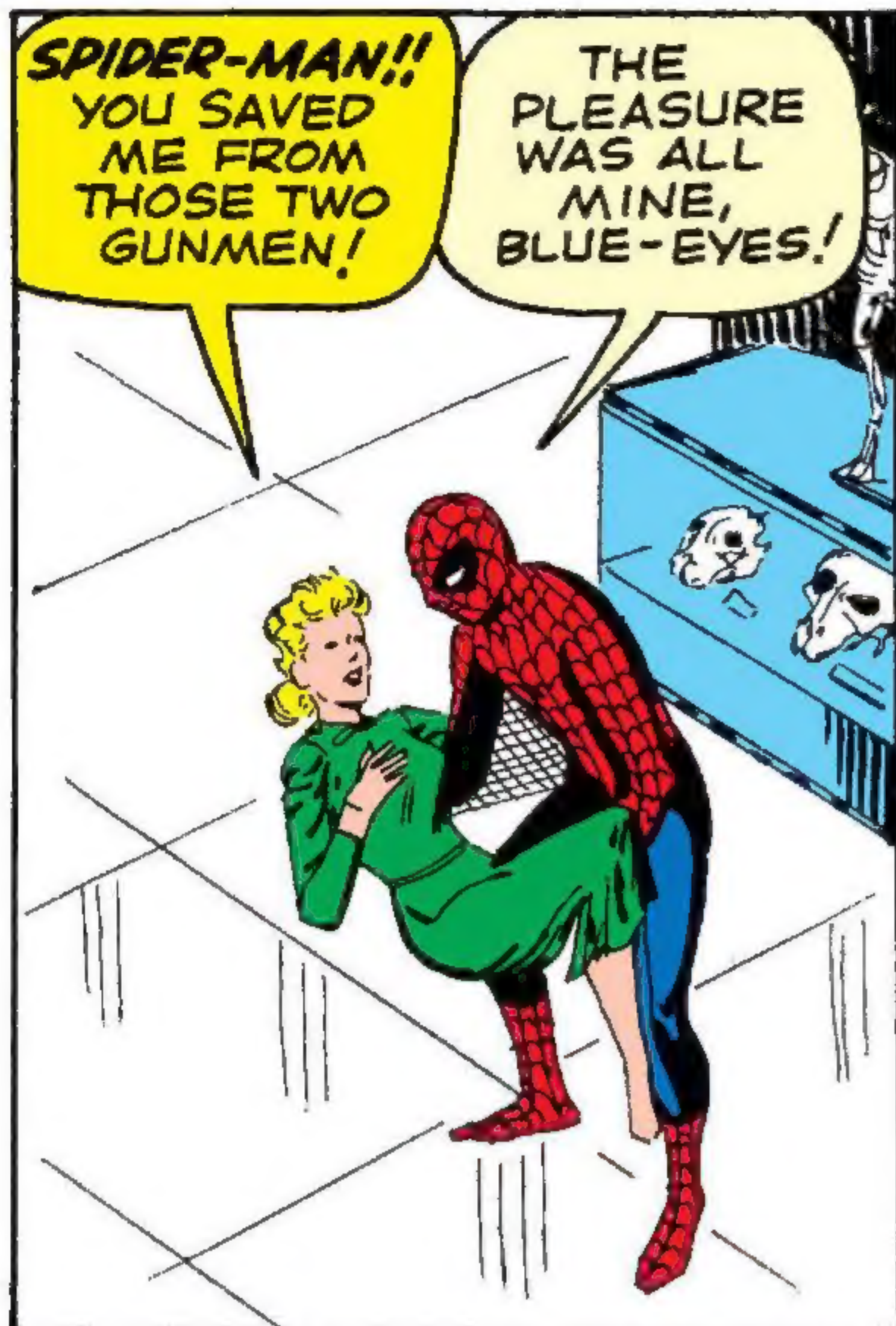
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ANOTHER PROUD PRODUCTION OF THE MIGHTY MARVEL COMICS GROUP!









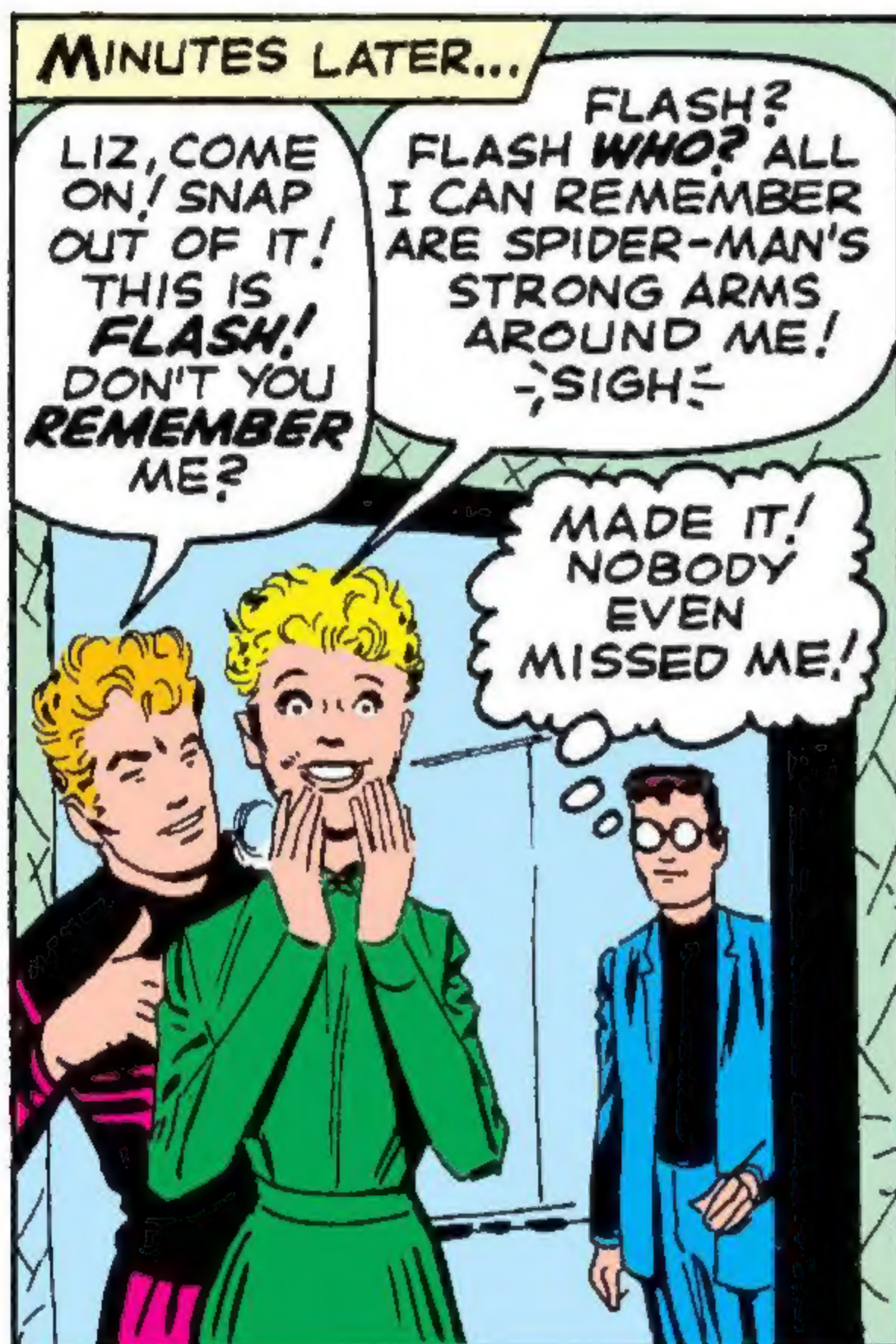
SPIDER-MAN!!
YOU SAVED
ME FROM
THOSE TWO
GUNMEN!

THE
PLEASURE
WAS ALL
MINE,
BLUE-EYES!



I'M JUST ENOUGH OF A
SHOW-OFF TO *ENJOY*
THESE LITTLE INCIDENTS!

...BUT I'D BETTER CUT
OUT BEFORE SOMEONE
WONDERS WHERE
PETER PARKER IS!

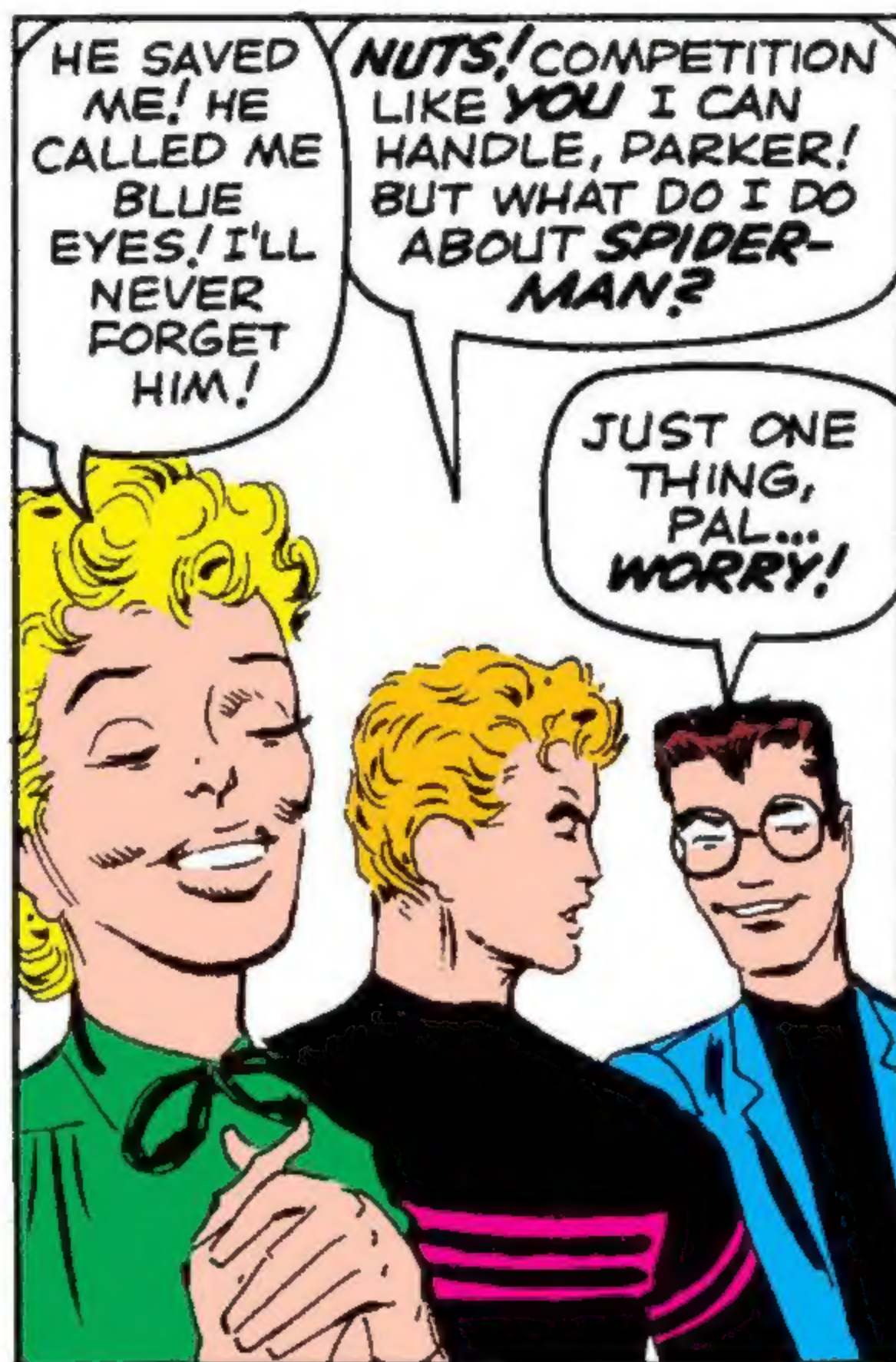


MINUTES LATER...

LIZ, COME
ON! SNAP
OUT OF IT!
THIS IS
FLASH!
DON'T YOU
REMEMBER
ME?

FLASH?
FLASH **WHO?** ALL
I CAN REMEMBER
ARE SPIDER-MAN'S
STRONG ARMS
AROUND ME!
-SIGH-

MADE IT!
NOBODY
EVEN
MISSED ME!



HE SAVED
ME! HE
CALLED ME
BLUE
EYES! I'LL
NEVER
FORGET
HIM!

NUTS! COMPETITION
LIKE **YOU** I CAN
HANDLE, PARKER!
BUT WHAT DO I DO
ABOUT **SPIDER-**
MAN?

JUST ONE
THING,
PAL...
WORRY!



AT THAT MOMENT, A BOY
PASSES BY, LISTENING TO THE
NEWS ON HIS TRANSISTOR
PORTABLE RADIO...

THE NATION
WONDERS
WHY
SPIDER-MAN
HAS AVOIDED
GOING AFTER
THE
LIZARD...

THAT **SETTLES**
IT! I'VE **GOT**
TO FIND A WAY
TO GET
JAMESON TO
SEND ME TO
FLORIDA!



AND SO, NOT LONG AFTER...

WH-
WHO'S
THAT??

WELL, IT'S
NOT
FATS
DOMINO!



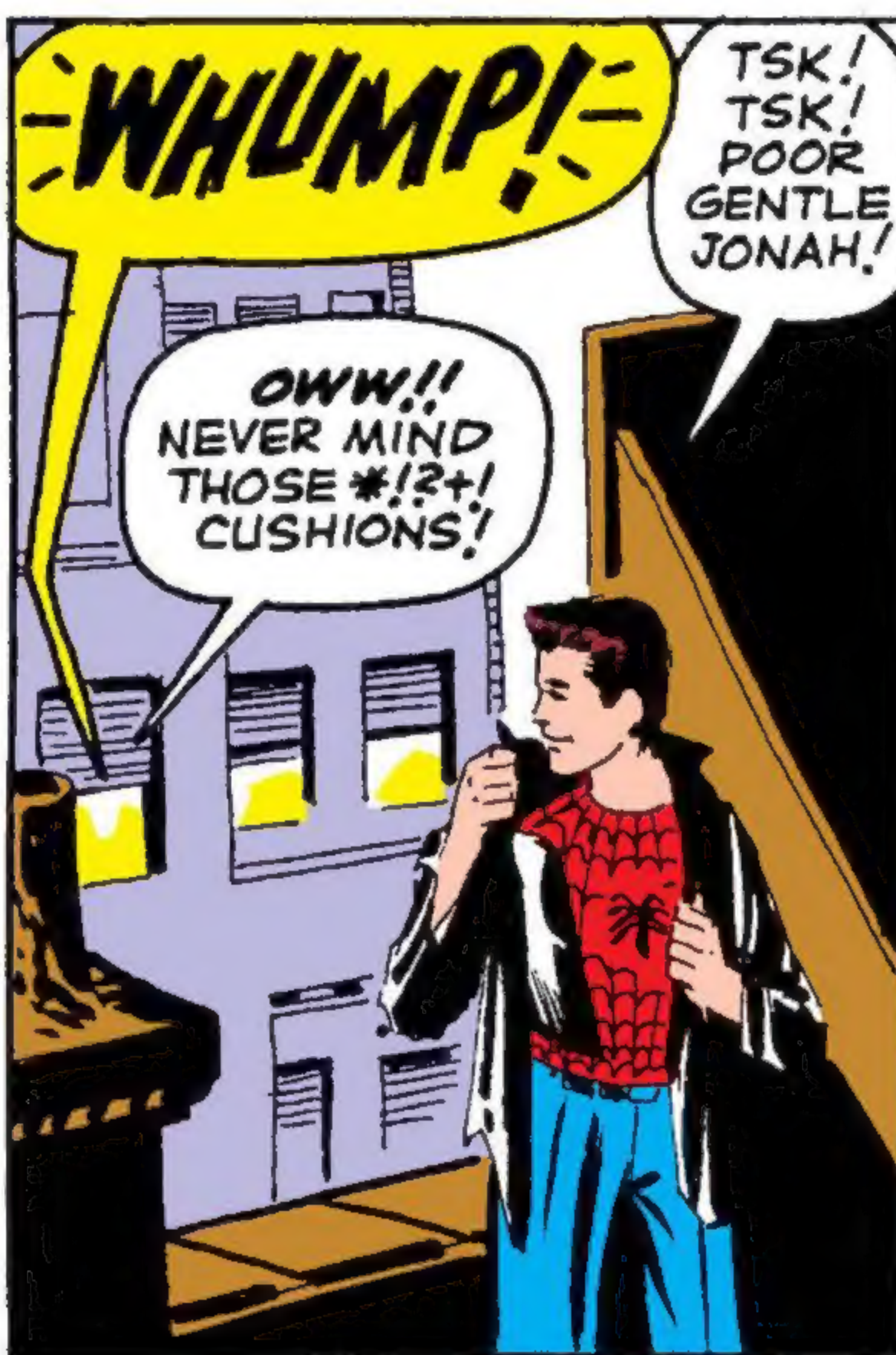
UH UH! HANDS OFF
YOUR INTERCOM,
JONAH, OL' CHUM!
LET'S KEEP THIS
NICE AND PRIVATE!

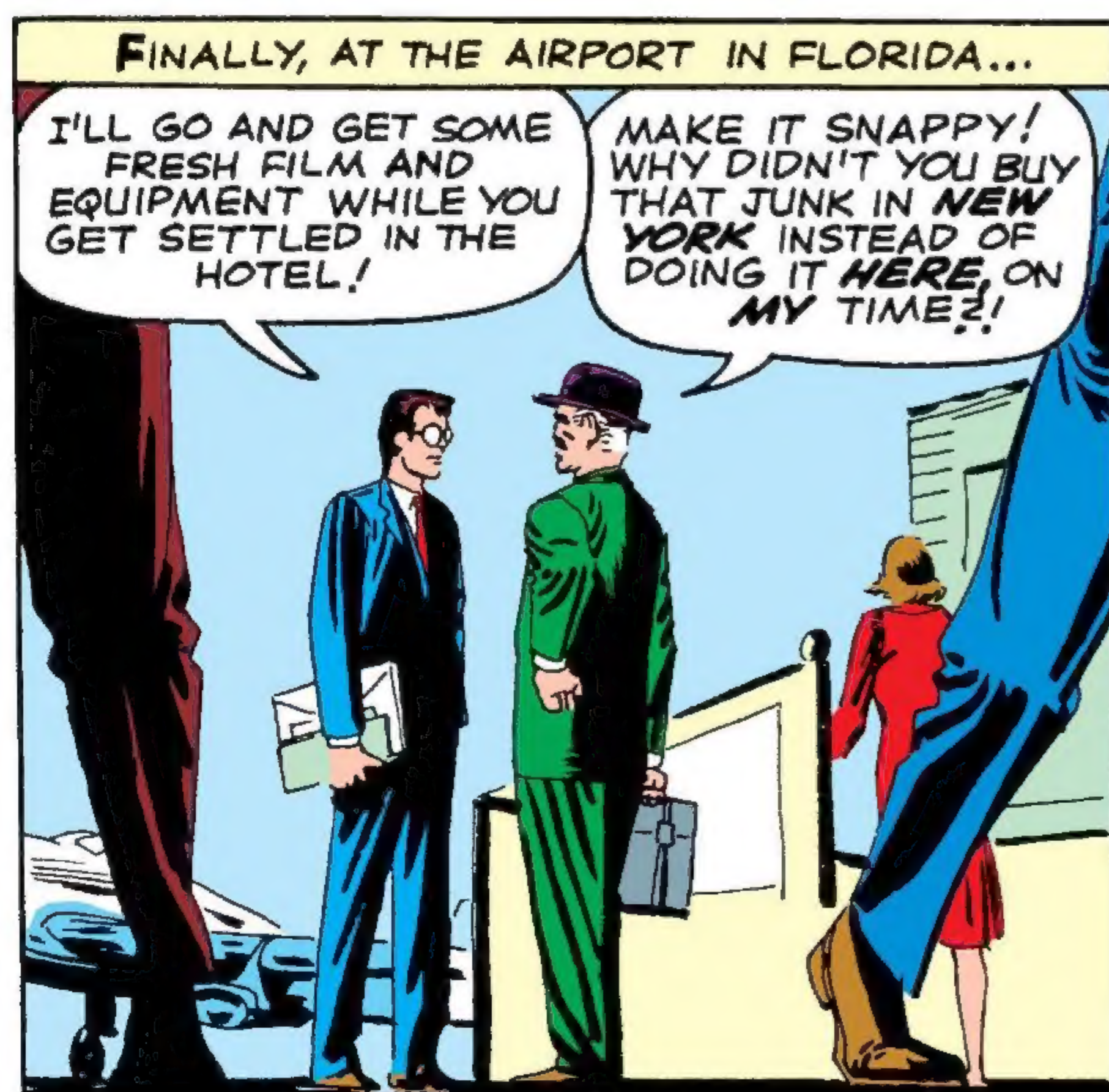
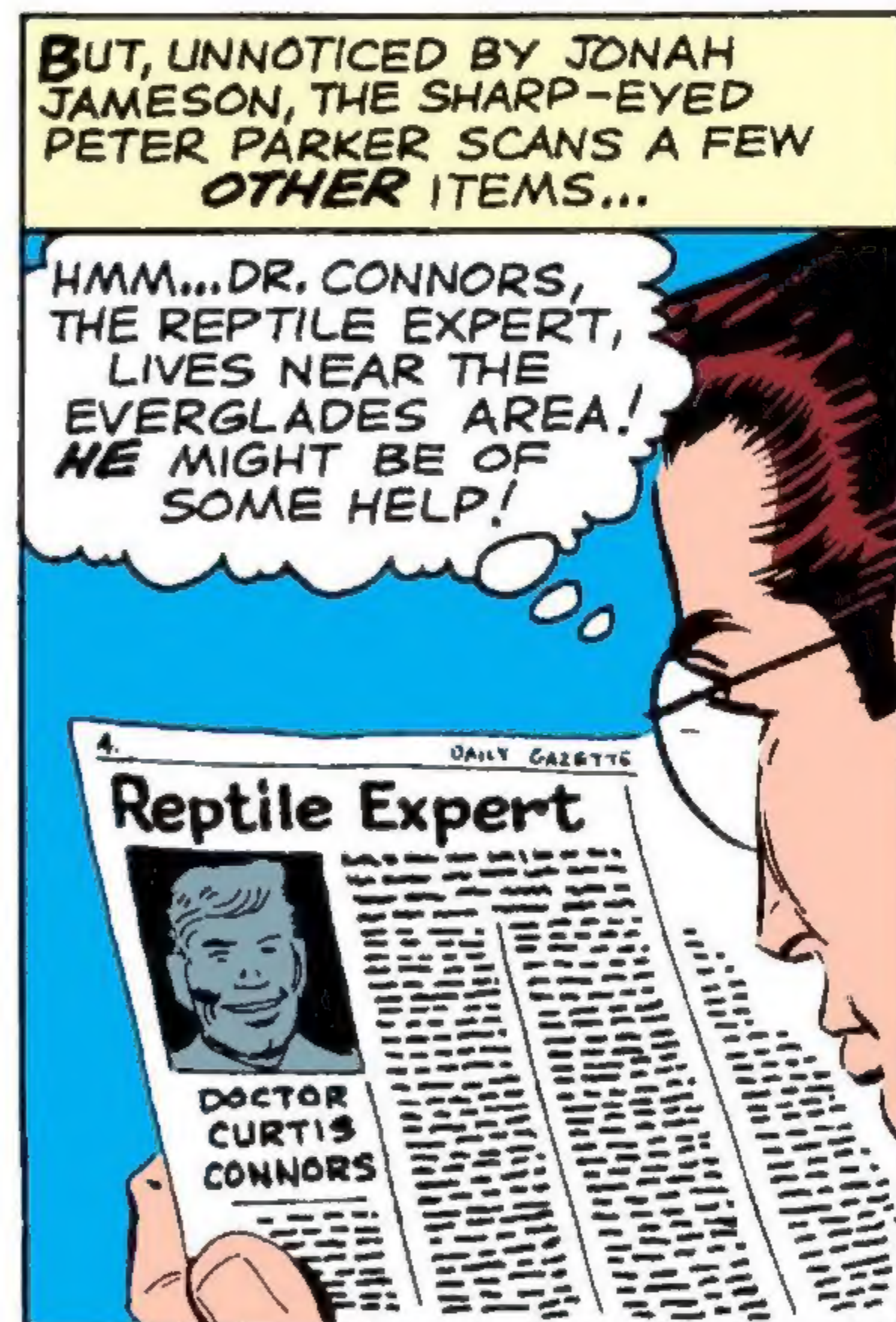
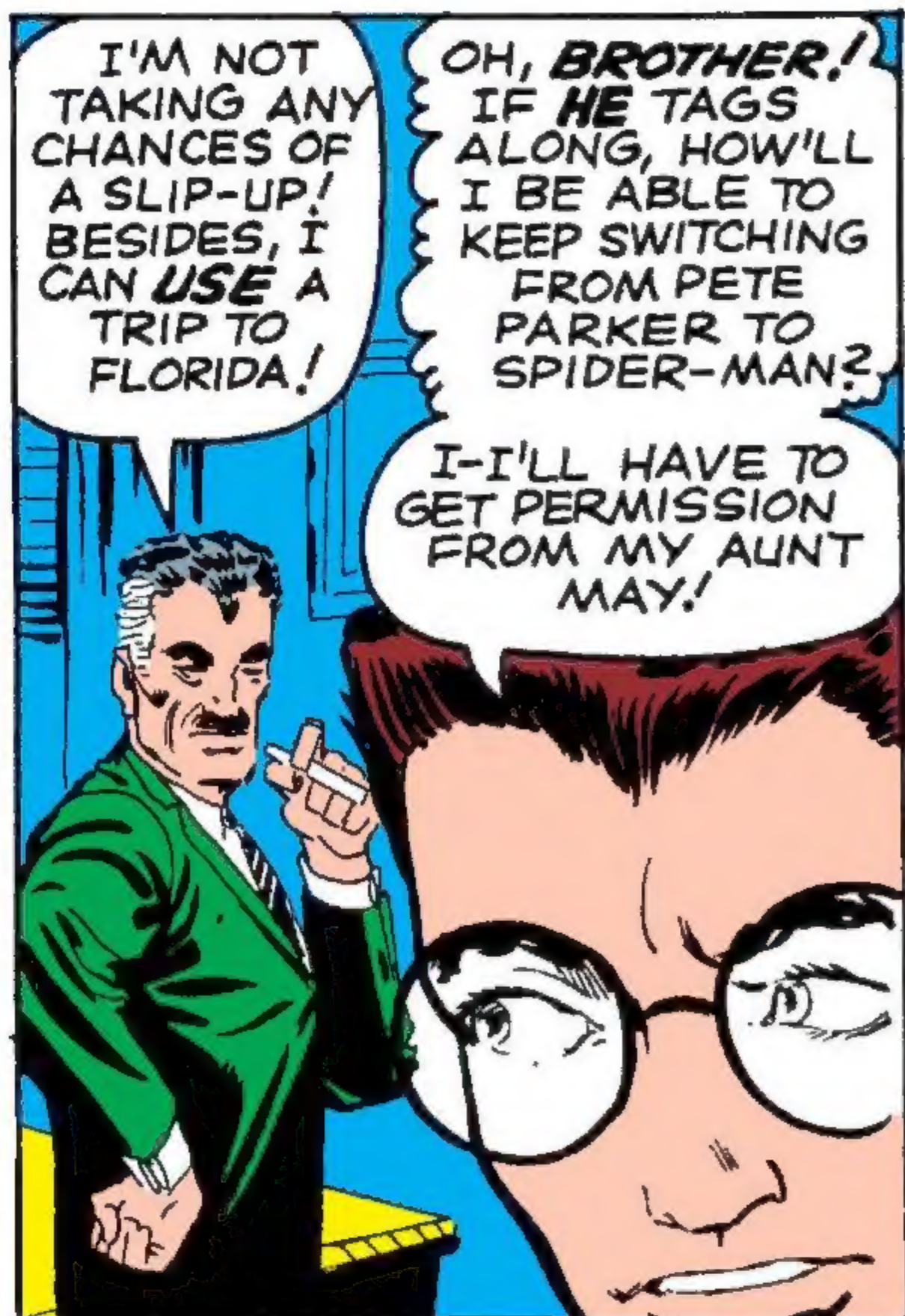
A
WEB!

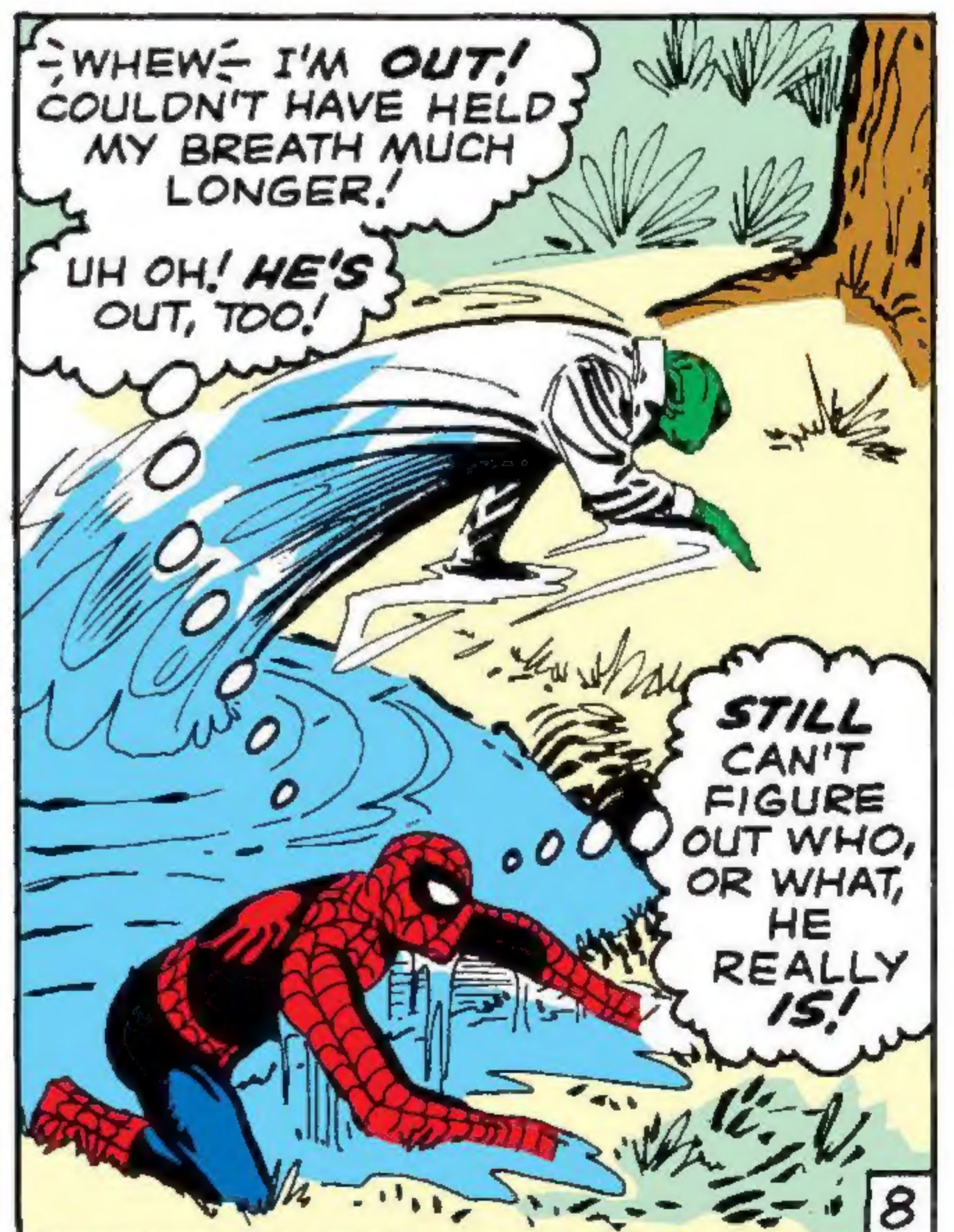


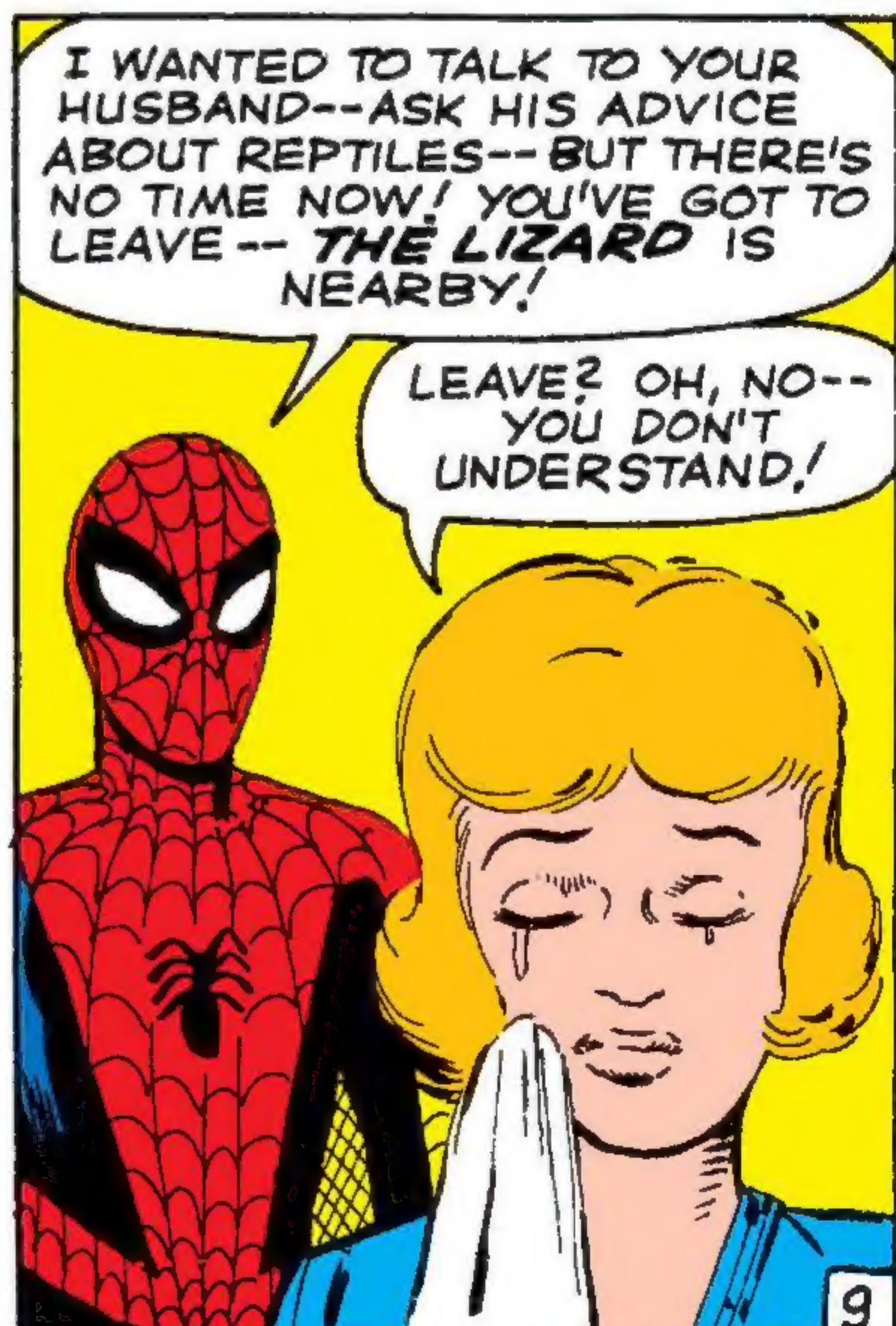
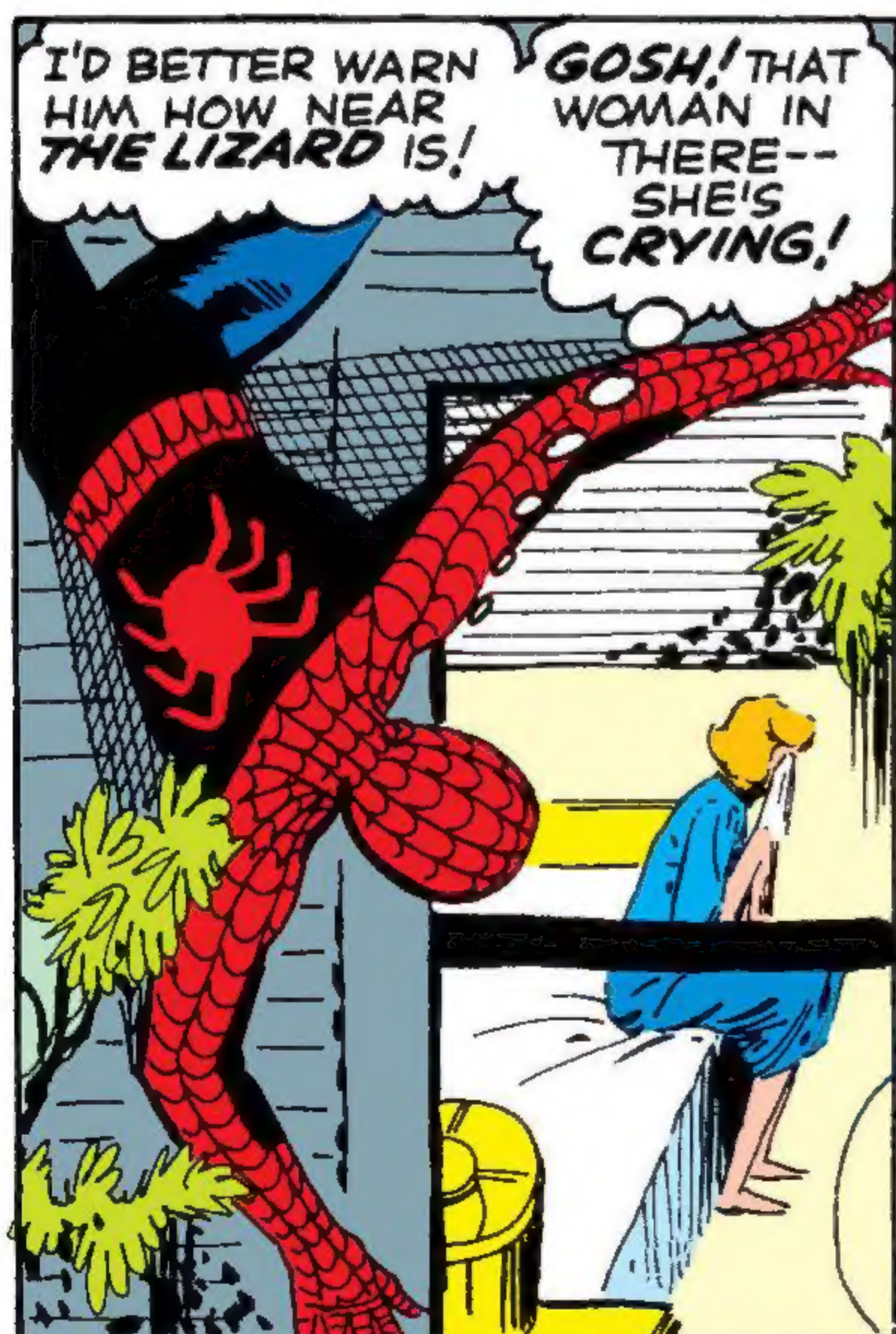
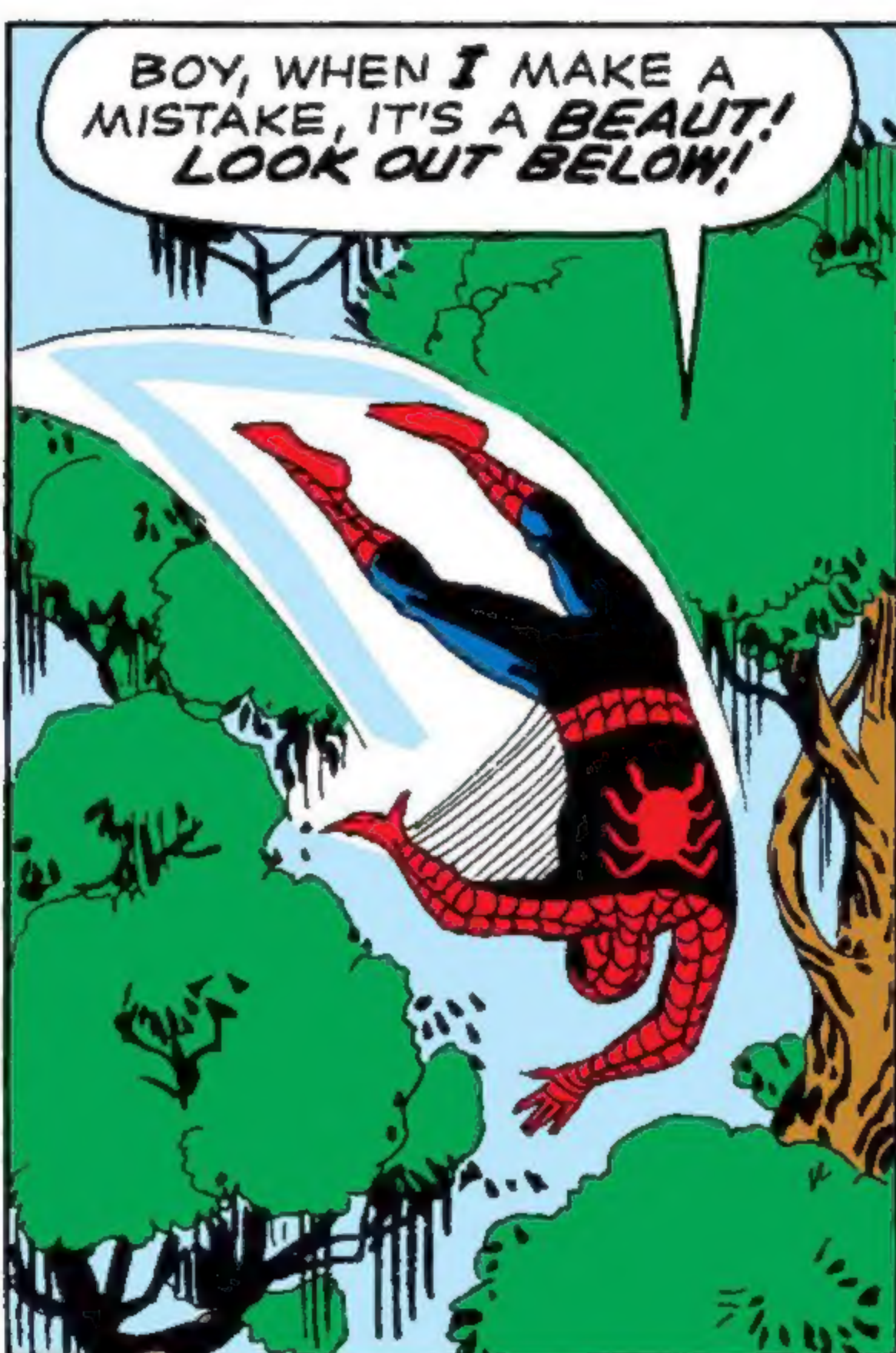
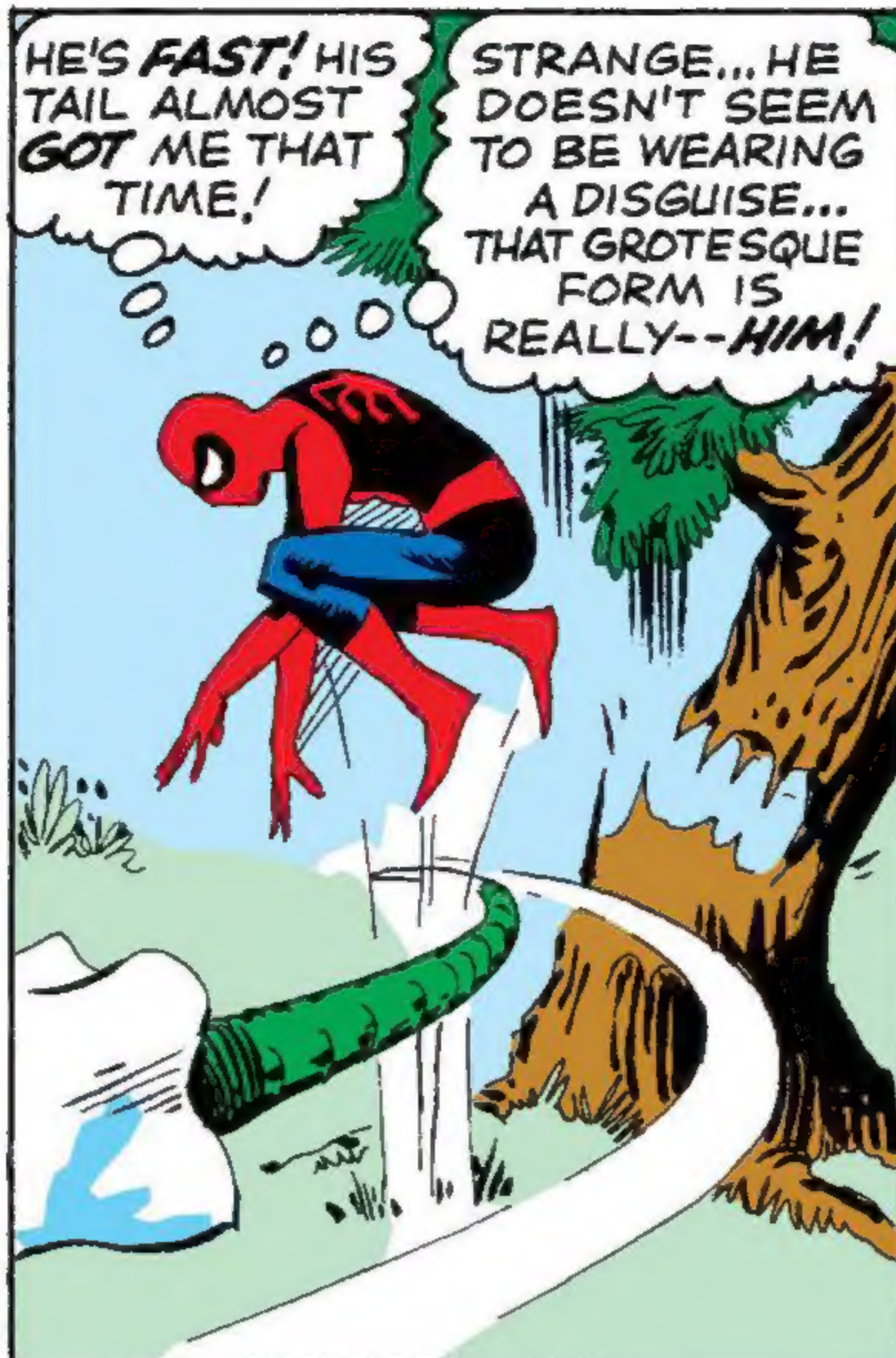
GOT TO GET OUT!-- GET HELP!

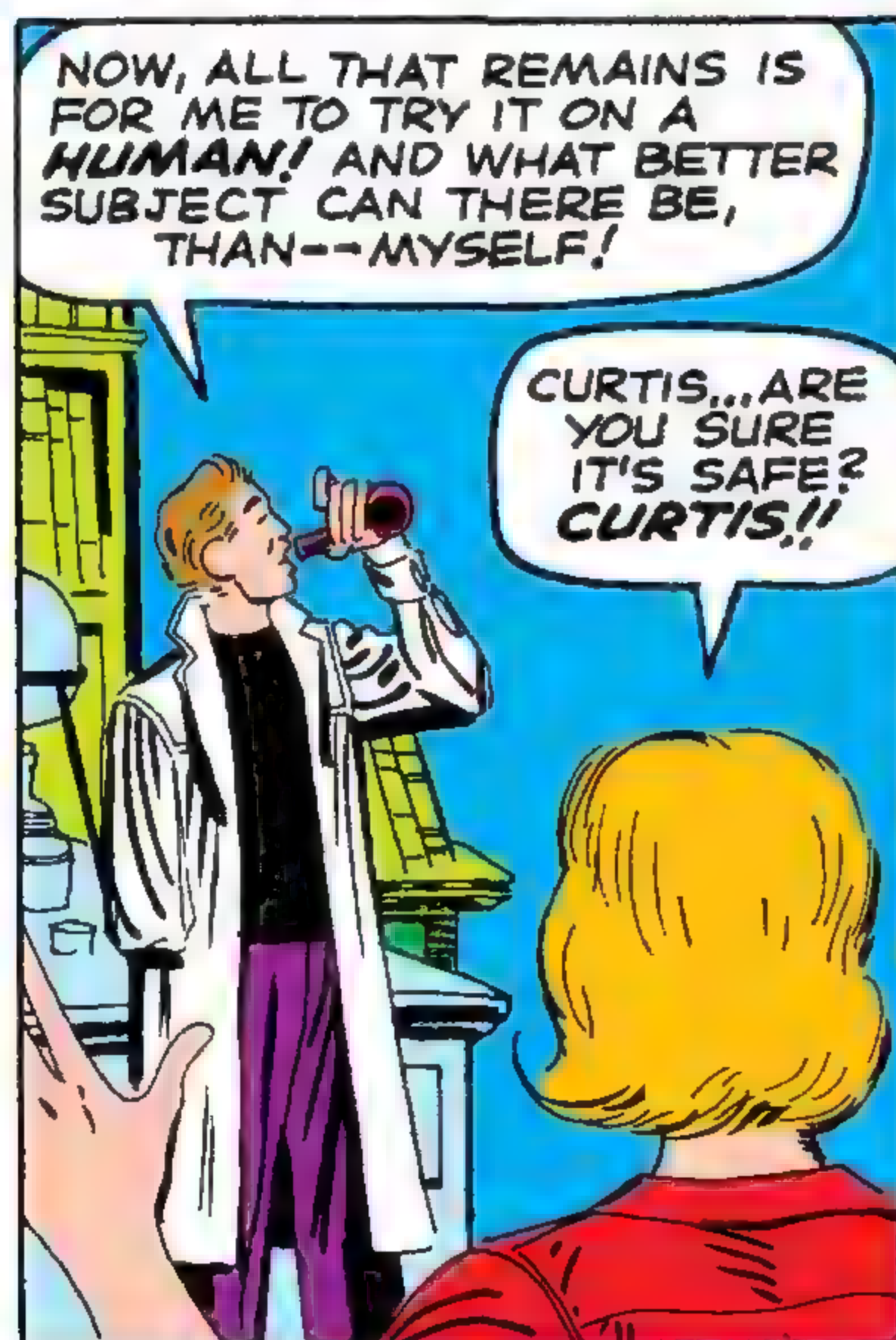
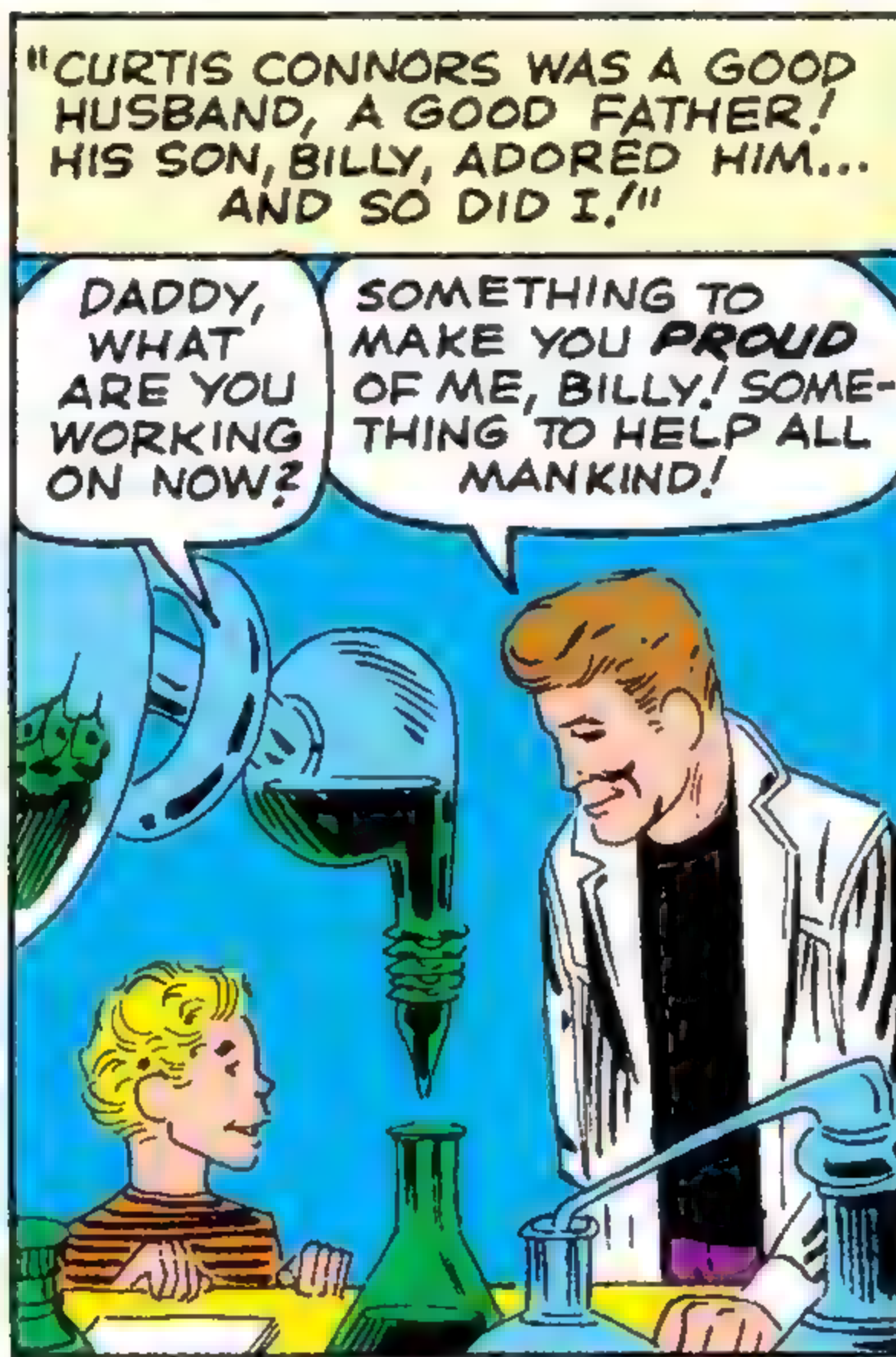
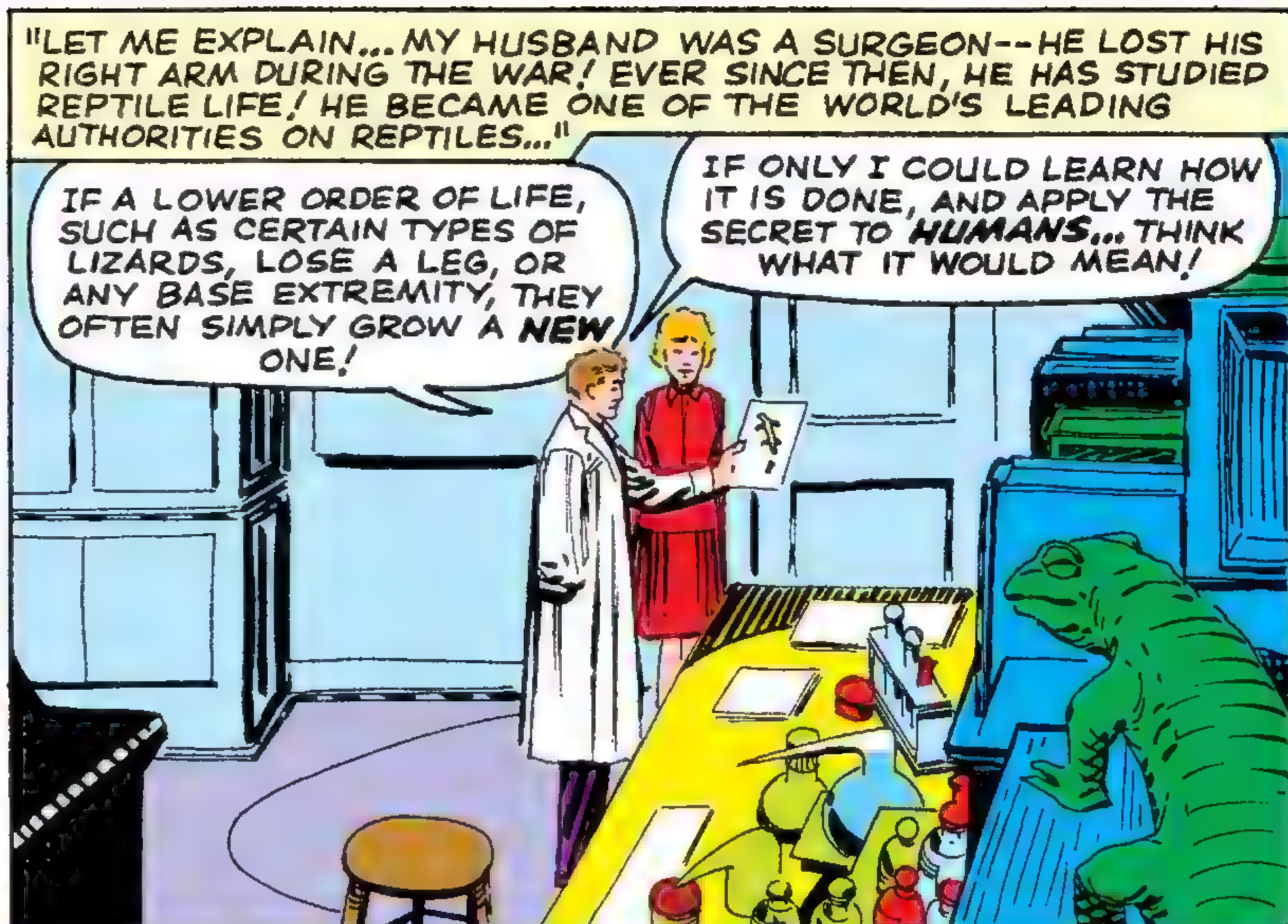
HOLD IT, SMILEY!
WHERE'S YOUR
HOSPITALITY?











"BUT, THE CHANGE DIDN'T END THERE!! NO-- THE HAND, THE ARM, **ALL** OF CURTIS CONNORS BEGAN TO CHANGE, UNTIL..."

WHAT HAS **HAPPENED** TO ME? WHAT HAVE I **DONE?**

CURTIS!! WHAT IS IT?

NO! NO! STAY AWAY! DON'T LOOK AT ME!! DON'T!

"TREMBLING, SOBBING, LIKE A MAN POSSESSED, THE CREATURE WHO HAD BEEN CURTIS CONNORS RACED OUT INTO THE NIGHT..."

CURTIS!

"HE RETURNED THE NEXT DAY! HE TRIED TO WORK ON A NEW SERUM, ONE WHICH WOULD MAKE HIM HUMAN AGAIN... BUT IT WAS HOPELESS! HIS BRAIN HAD BEEN TOO DULLED-- TOO CHANGED!"

CANNOT DO IT! MUST GIVE UP!

AND THAT WAS THE END! HE LEFT A NOTE... SAYING GOODBYE... HE WAS AFRAID TO REMAIN... AFRAID... BECAUSE OF WHAT HE HAD BECOME!

TAKE BILLY... LEAVE-- NEVER COME BACK--

THEN, AT THAT MOMENT...

MOMMY!!

IT'S BILLY! I THOUGHT HE WAS TAKING HIS NAP!

THE CRY CAME FROM **OUTSIDE!** PERHAPS MY SPIDER-SENSE WILL LEAD ME TO HIM!

MEANWHILE, NOT FAR AWAY, THE TERRIFIED BOY RACES THRU THE SWAMP... HAVING SEEN A SIGHT WHICH SEEMED TO BE OUT OF A NIGHTMARE!

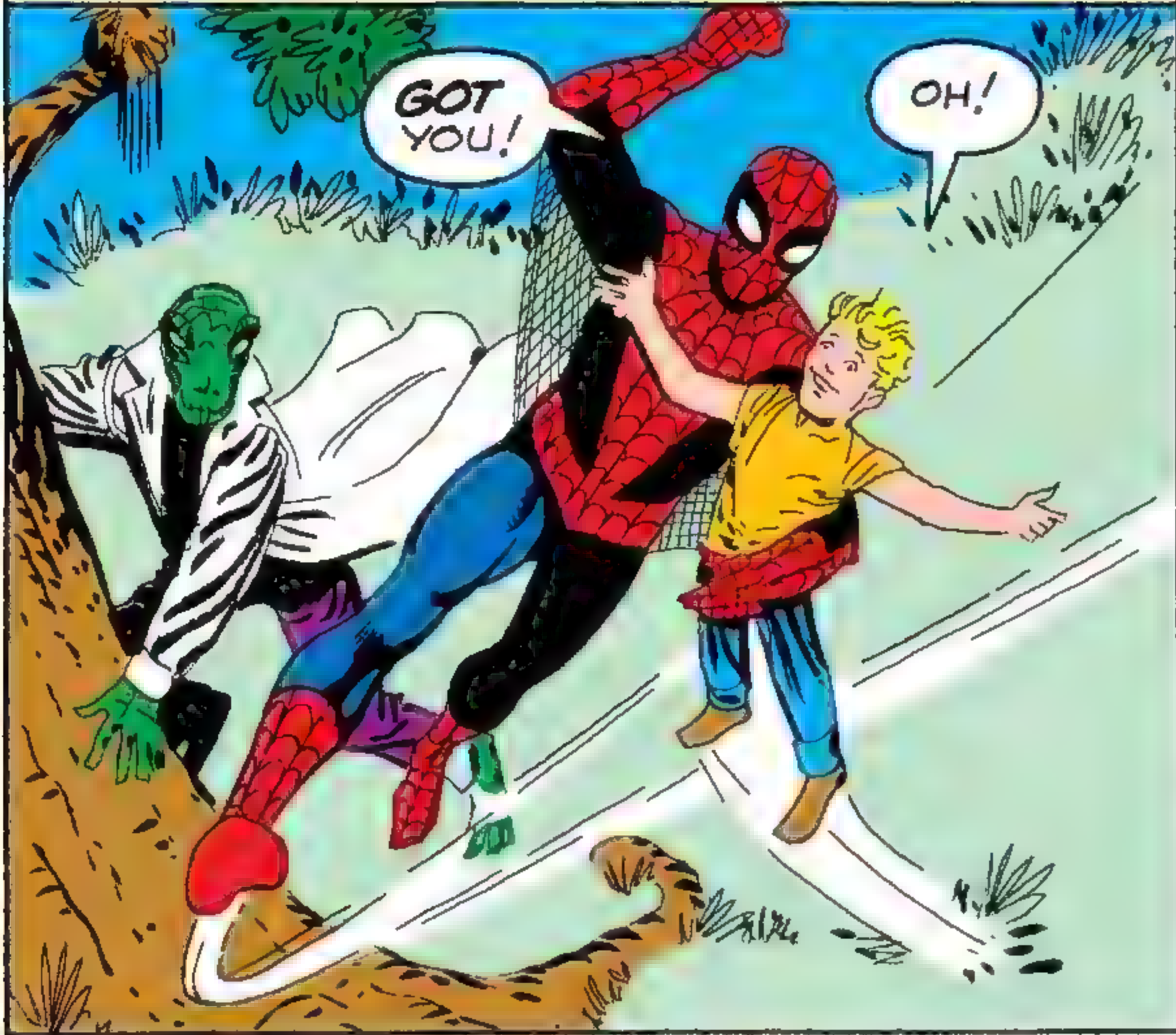
I-I DID NOT MEAN TO FRIGHTEN YOU!

HELP!

COME BACK!!

THAT **SNAKE!** I-I CAN'T GET OUT OF ITS WAY IN TIME!

SUDDENLY, A COLORFUL, FAST-MOVING FIGURE SWINGS DOWN FROM ABOVE, AND...



GOT YOU!

OH!

NO ONE CAN TAKE HIM FROM ME!

BILLY--STAY UP THERE! DON'T LET GO!!



OWW! HIS SKIN IS HARD AS A DINOSAUR'S ARMOR! I ALMOST BROKE MY HAND... AND HE HARDLY FELT IT!

THUD!



I'LL TRY TO HOLD HIM WITH MY WEB, UNTIL--NO! THAT'S NO GOOD, EITHER! HE SNAPPED IT WITH HIS TAIL AS IF IT WERE MADE OF PAPER!



JUST THEN, A FEMALE VOICE CRIES OUT, AND IT STRIKES A HIDDEN CHORD DEEP WITHIN THE LIZARD'S BREAST! SLOWLY HE TURNS, AND THEN SILENTLY SLITHERS INTO THE MURKY SWAMP...

BILLY! BILLY--WHERE ARE YOU?



MINUTES LATER...

MY HUSBAND! DID YOU SEE HIM? IS HE--?

HE'S ALRIGHT... FOR NOW! BUT, HE GETS LESS HUMAN EACH MINUTE!

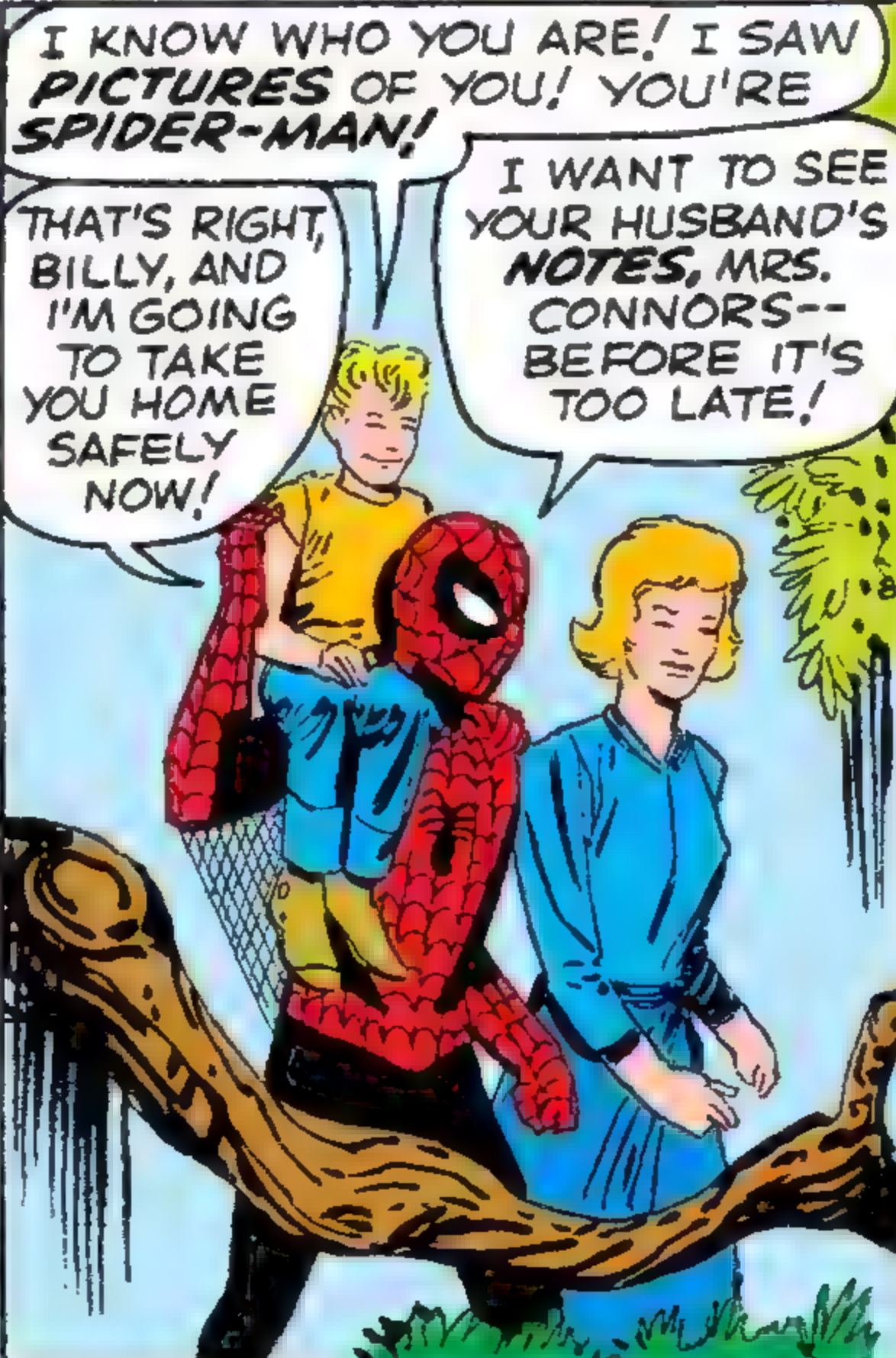
MOMMY, THAT MAN SAVED ME!



I KNOW WHO YOU ARE! I SAW PICTURES OF YOU! YOU'RE SPIDER-MAN!

THAT'S RIGHT, BILLY, AND I'M GOING TO TAKE YOU HOME SAFELY NOW!

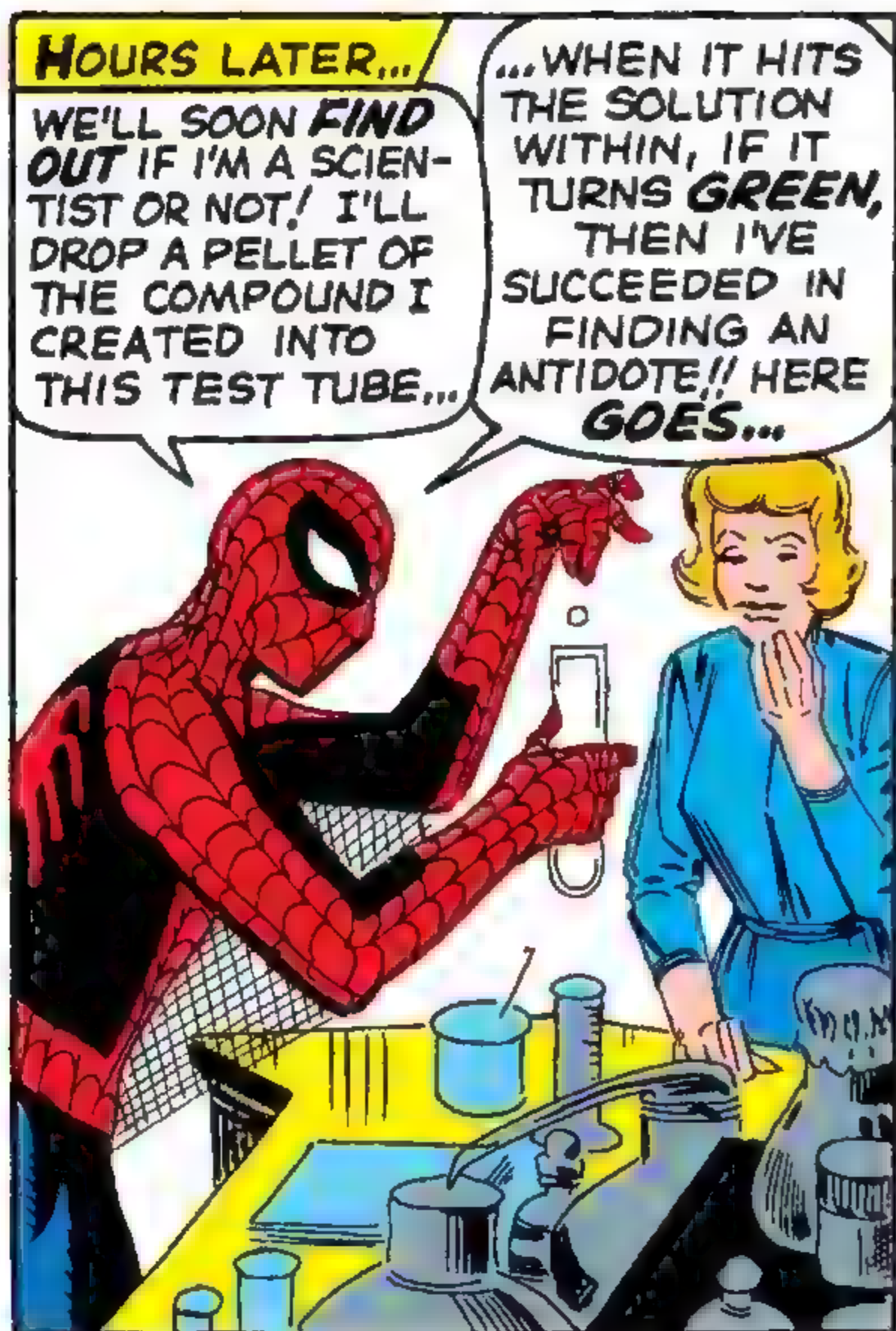
I WANT TO SEE YOUR HUSBAND'S NOTES, MRS. CONNORS--BEFORE IT'S TOO LATE!



IT'S A GOOD THING I'M A SCIENCE MAJOR IN HIGH SCHOOL! SO, THE KIDS MAKE FUN OF ME, AND CALL ME A BOOKWORM, DO THEY? WELL, THIS BOOKWORM IS GOING TO FIND AN ANTIDOTE FOR THE LIZARD!

GOSH! ARE YOU A SCIENTIST TOO, SPIDER-MAN?!





IT IS NOT ONLY HIS **STRENGTH** THAT WAS AFFECTED, BUT HIS **BRAIN**! HE PLANS TO INJECT HIS SERUM IN GIANT LIZARDS, MAKING THEM LIKE **HE** IS... CREATING A SAVAGE, SUPER-POWERFUL **LIZARD ARMY**!

DO YOU REALIZE HOW **MANY** LIZARDS THERE ARE ON EARTH?? MANKIND WOULDN'T STAND A **CHANCE**!

HE **MUST** BE STOPPED, QUICKLY, BEFORE HE CREATES THE **FIRST** SUPER-LIZARD! OTHERWISE, THEY WILL MULTIPLY TOO FAST TO **EVER** BE CHECKED!

HERE IS THE ANTIDOTE! BUT HOW WILL YOU GET HIM TO **DRINK** IT?

I DON'T KNOW YET, BUT THE FIRST THING I MUST DO IS TRACK HIM DOWN NOW! YOU AND YOUR SON REMAIN HERE... I DON'T THINK HE WILL RETURN!

HE IS **STRONGER** THAN YOU... AND HE HAS BECOME **RUTHLESS**! PERHAPS YOU SHOULD GET **HELP**!

THERE ISN'T **TIME** FOR THAT! WHATEVER MUST BE DONE, MUST BE DONE BY **SPIDER-MAN** ALONE! I'LL BUILD SOME WEB SWAMP-SHOES FOR MY FEET...

D-DON'T **HURT** HIM, SPIDER-MAN! HE'S STILL... MY **FATHER**! **SOB**!

THE BOY IS **RIGHT**! BENEATH THE SAVAGE EXTERIOR OF THE **LIZARD**, IS A DECENT, TALENTED MAN! BUT HOW CAN I DEFEAT HIM-- AND SAVE **MYSELF**-- WITHOUT **HARMING** HIM??

LUCKILY, HIS TRAIL IS STILL RECENT ENOUGH FOR MY SPIDER-SENSE TO TRACK HIM! AND I CAN KEEP THESE SWAMP SNAKES AT BAY AS LONG AS MY **WEB FLUID** HOLDS OUT!

I SENSE HIM MORE CLEARLY THAN EVER NOW! HE MUST BE INSIDE THAT OLD, ABANDONED SPANISH FORT!

AND NOW... FOR THE **SHOWDOWN**!

THERE HE IS! BUT... AM I **TOO LATE**?

THE SCENE IS SO AMAZING, SO FRAUGHT WITH DRAMA, THAT SPIDER-MAN TAKES A FEW FAST PICTURES OF IT, AS HE FRANTICALLY TRIES TO PLAN HIS NEXT MOVE!

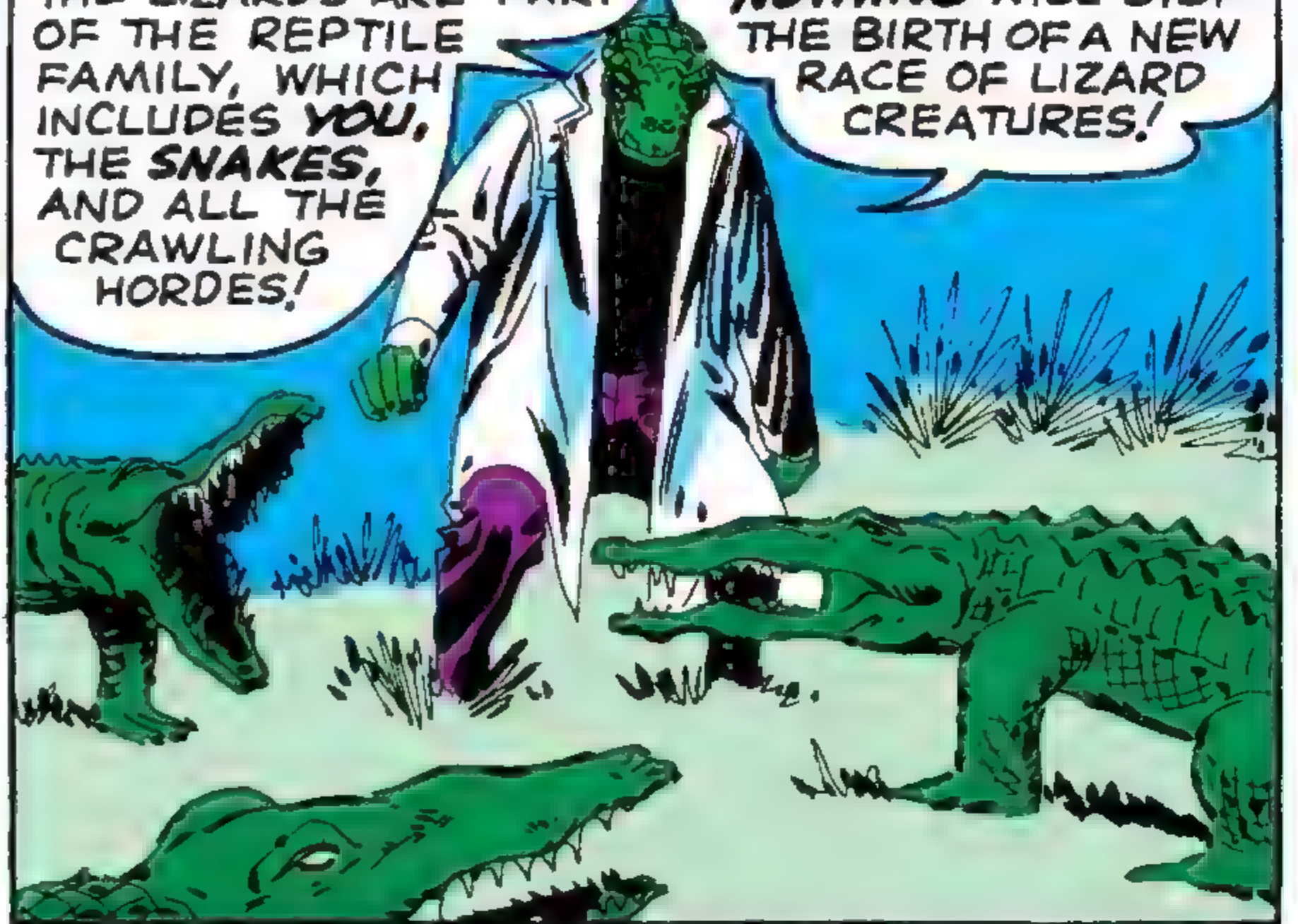
HE'S SURROUNDED BY HUGE ALLIGATORS! BUT THEY SEEM TO BE OBEIENT TO HIM!

AND NOW FOR OUR GREAT MOMENT, MY PETS,...



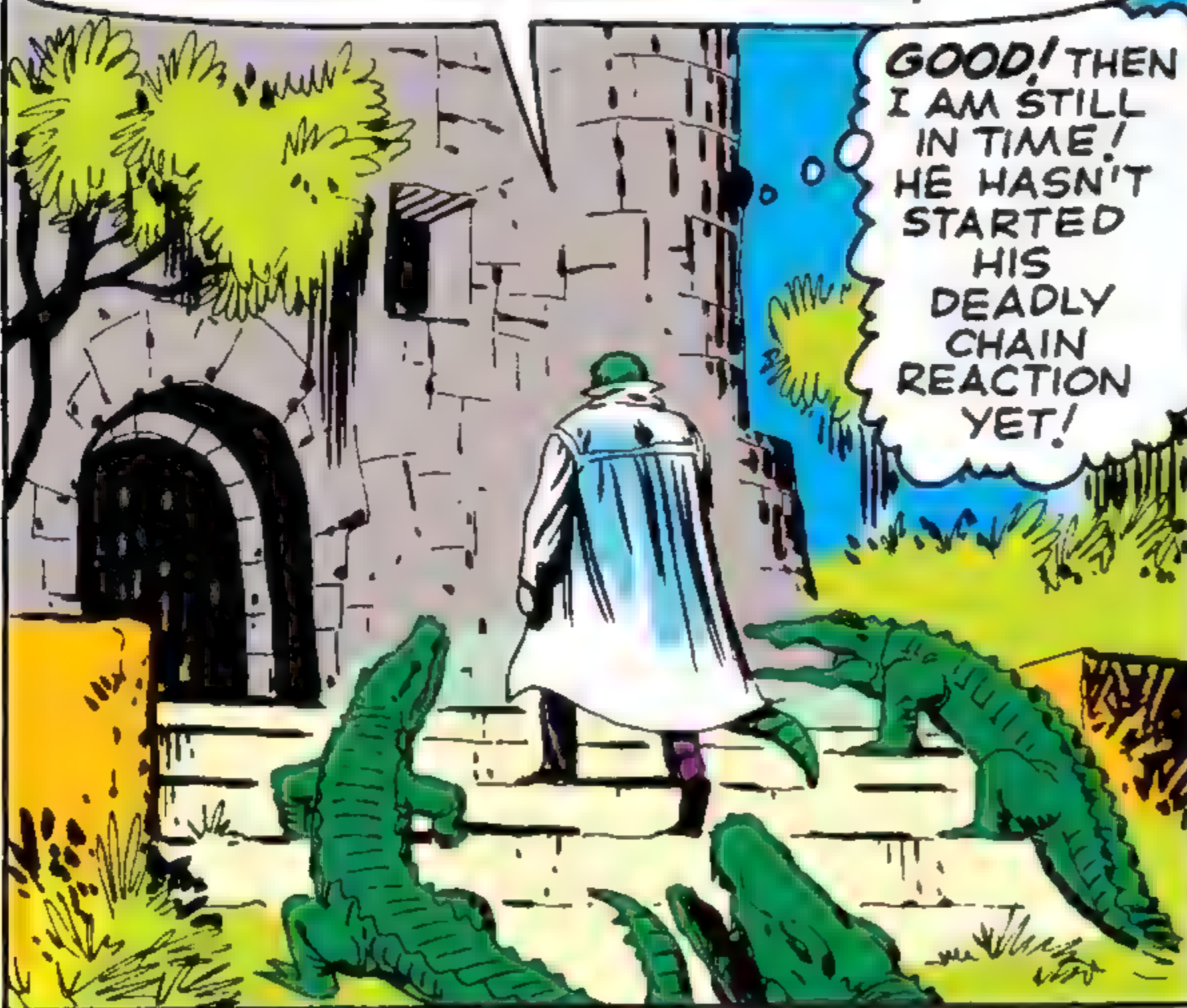
WE SHALL BE THE **FIRST!** THE FIRST OF EARTH'S NEW RULERS! THE HUMANS WILL HAVE NO PLACE TO RUN...NO PLACE TO HIDE FROM **US!** FOR THE LIZARDS ARE PART OF THE REPTILE FAMILY, WHICH INCLUDES **YOU,** THE **SNAKES,** AND ALL THE CRAWLING HORDES!

THINK OF THE COUNT-LESS **MILLIONS** OF REPTILES IN THESE EVERGLADES **ALONE!** ONCE I SPILL MY SERUM IN THE MURKY WATERS, **NOTHING** WILL STOP THE BIRTH OF A NEW RACE OF LIZARD CREATURES!



AND I SHALL BE THE MASTER! MASTER OF AN ENTIRE PLANET! NOW, FOLLOW ME, WHILE I GO TO PREPARE THE SERUM! OUR SUPREME MOMENT IS NEAR AT HAND!

GOOD! THEN I AM STILL IN TIME! HE HASN'T STARTED HIS DEADLY CHAIN REACTION YET!



BUT UNEXPECTEDLY, THE ANCIENT, TIME-WORN MORTAR CRUMBLES BENEATH SPIDER-MAN'S WEIGHT, AND...

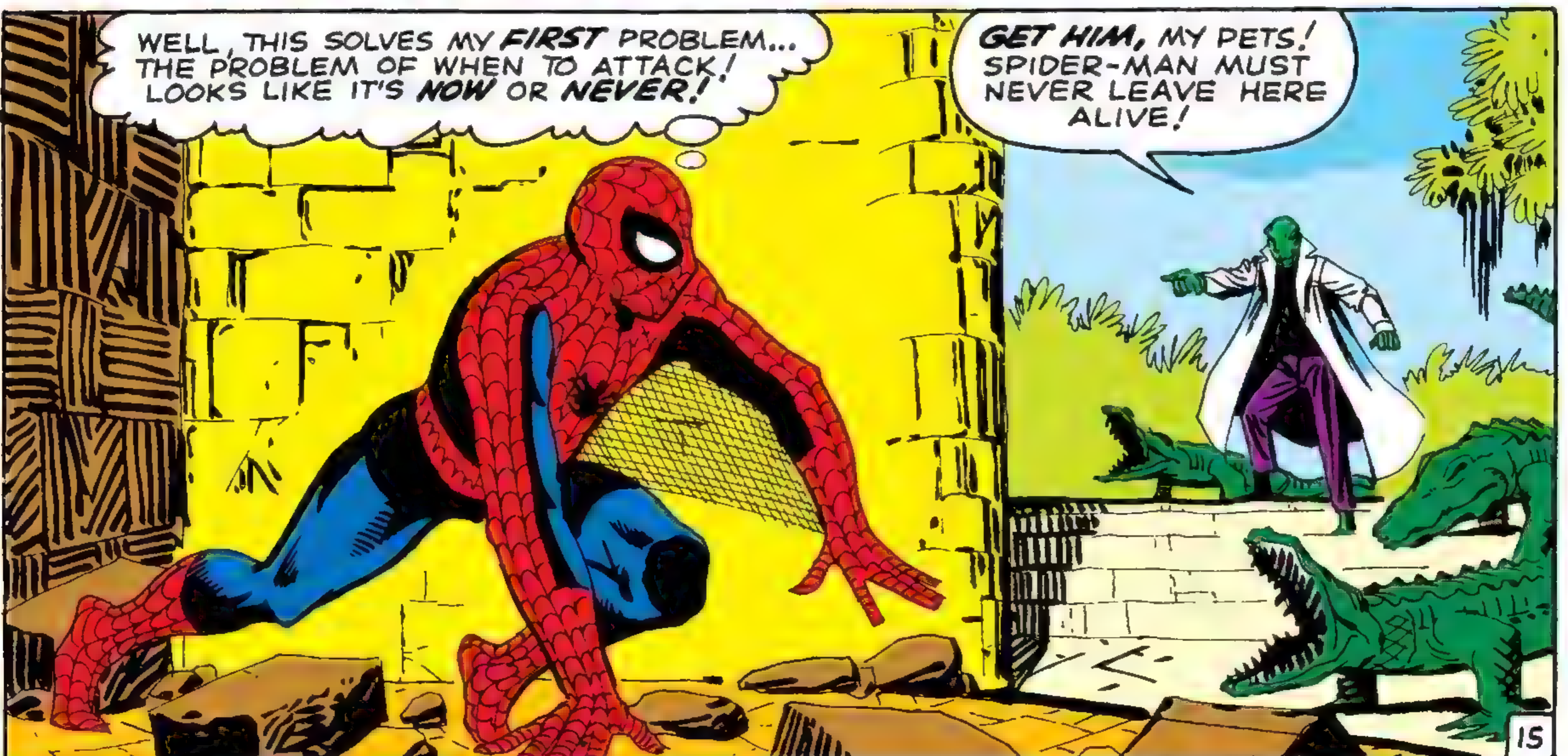
I'M FALLING!

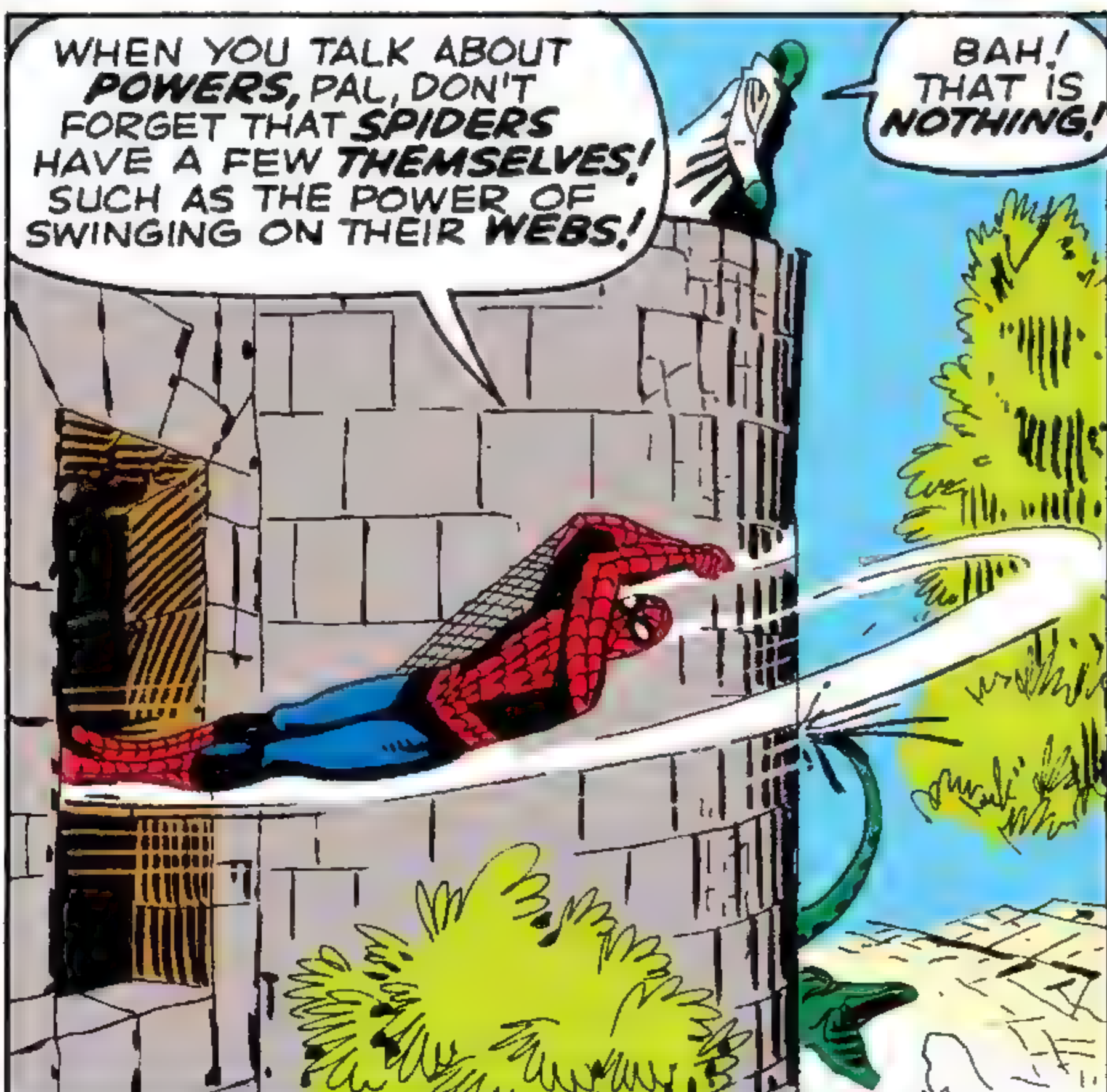
YOU! YOU STILL LIVE!

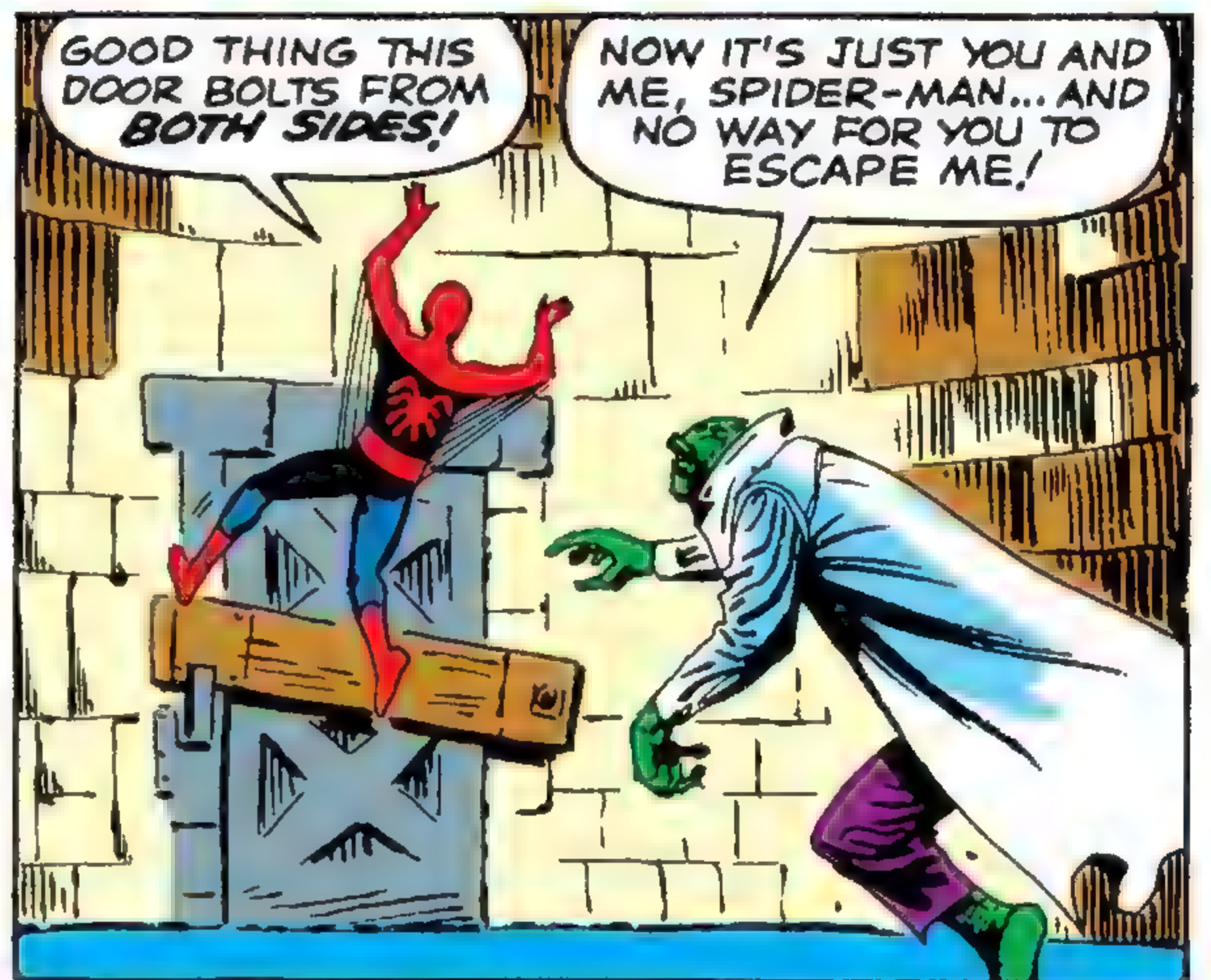
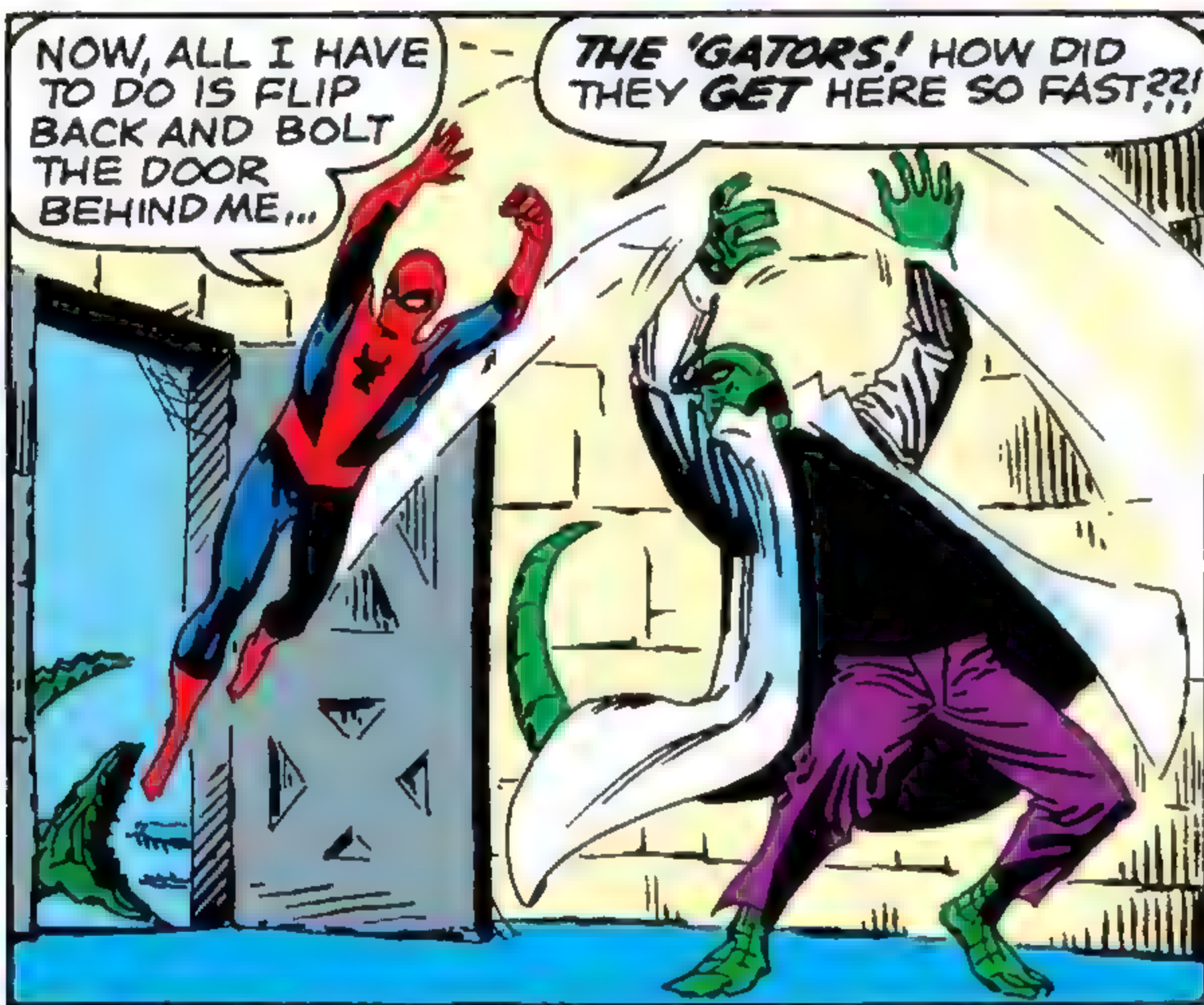


WELL, THIS SOLVES MY **FIRST** PROBLEM... THE PROBLEM OF WHEN TO ATTACK! LOOKS LIKE IT'S **NOW** OR **NEVER!**

GET HIM, MY PETS! SPIDER-MAN MUST NEVER LEAVE HERE ALIVE!



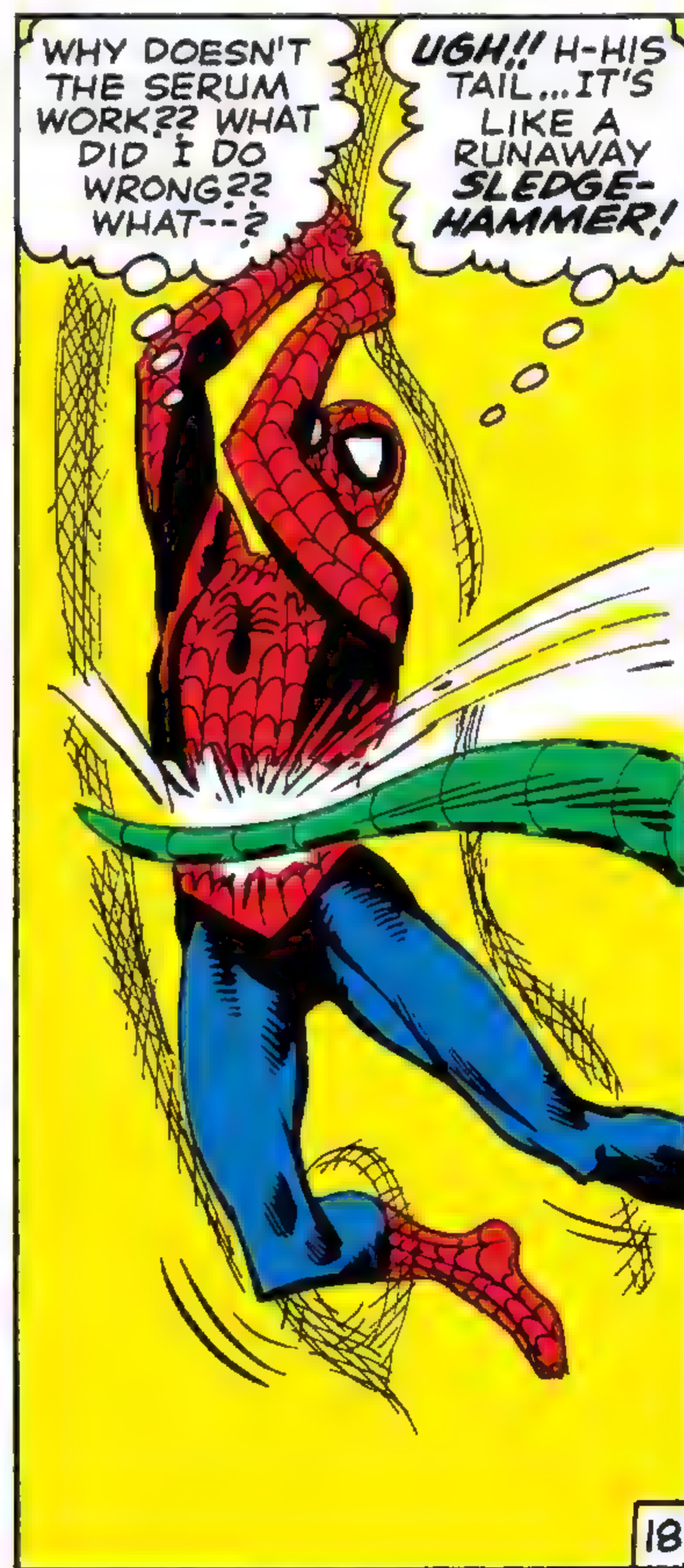
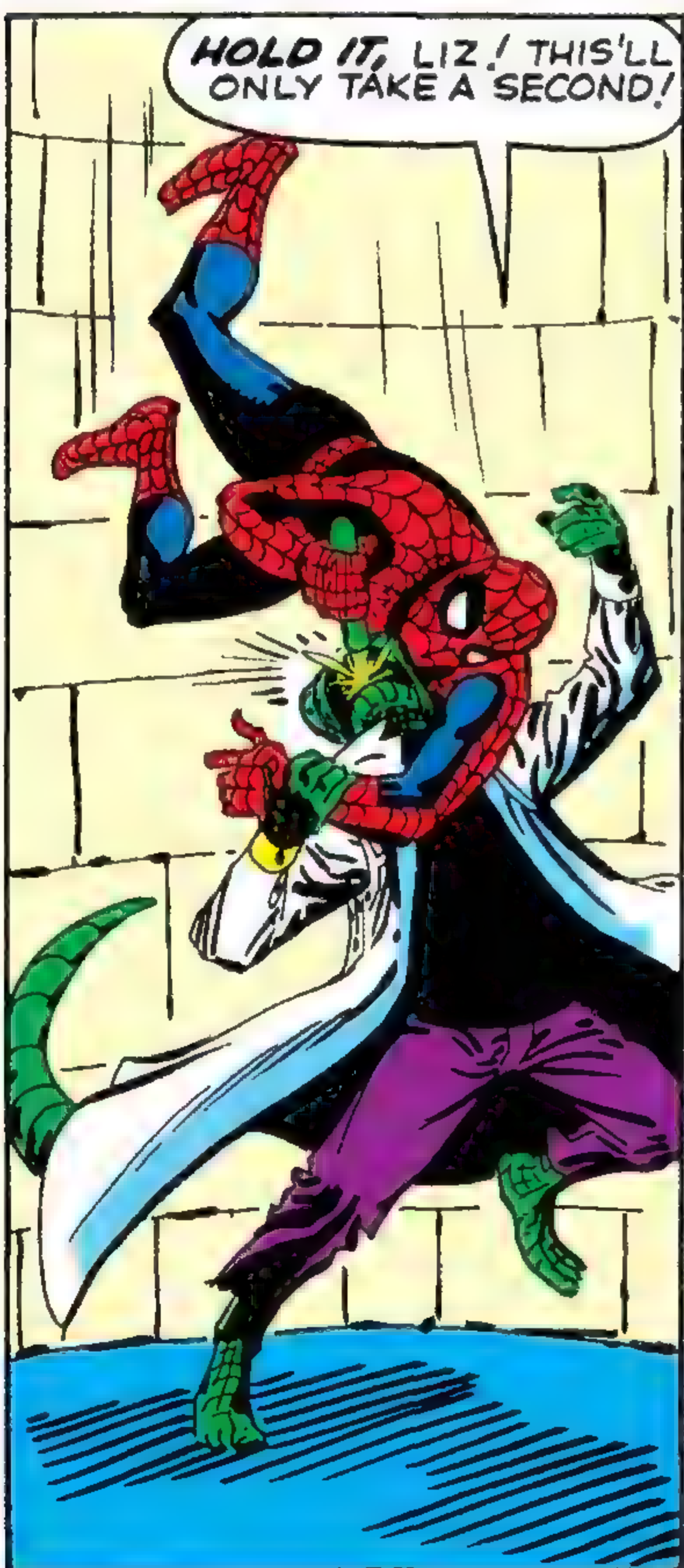


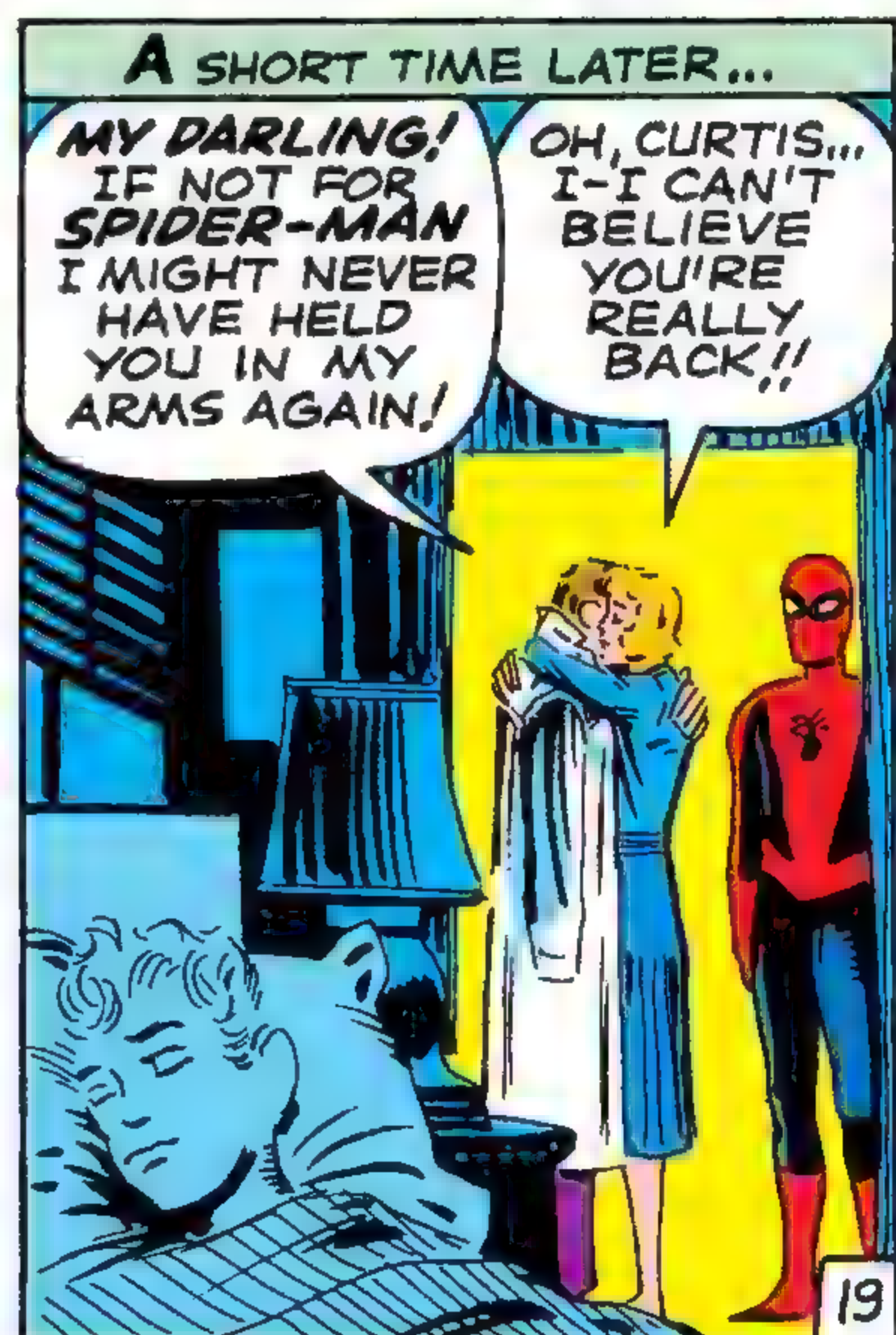
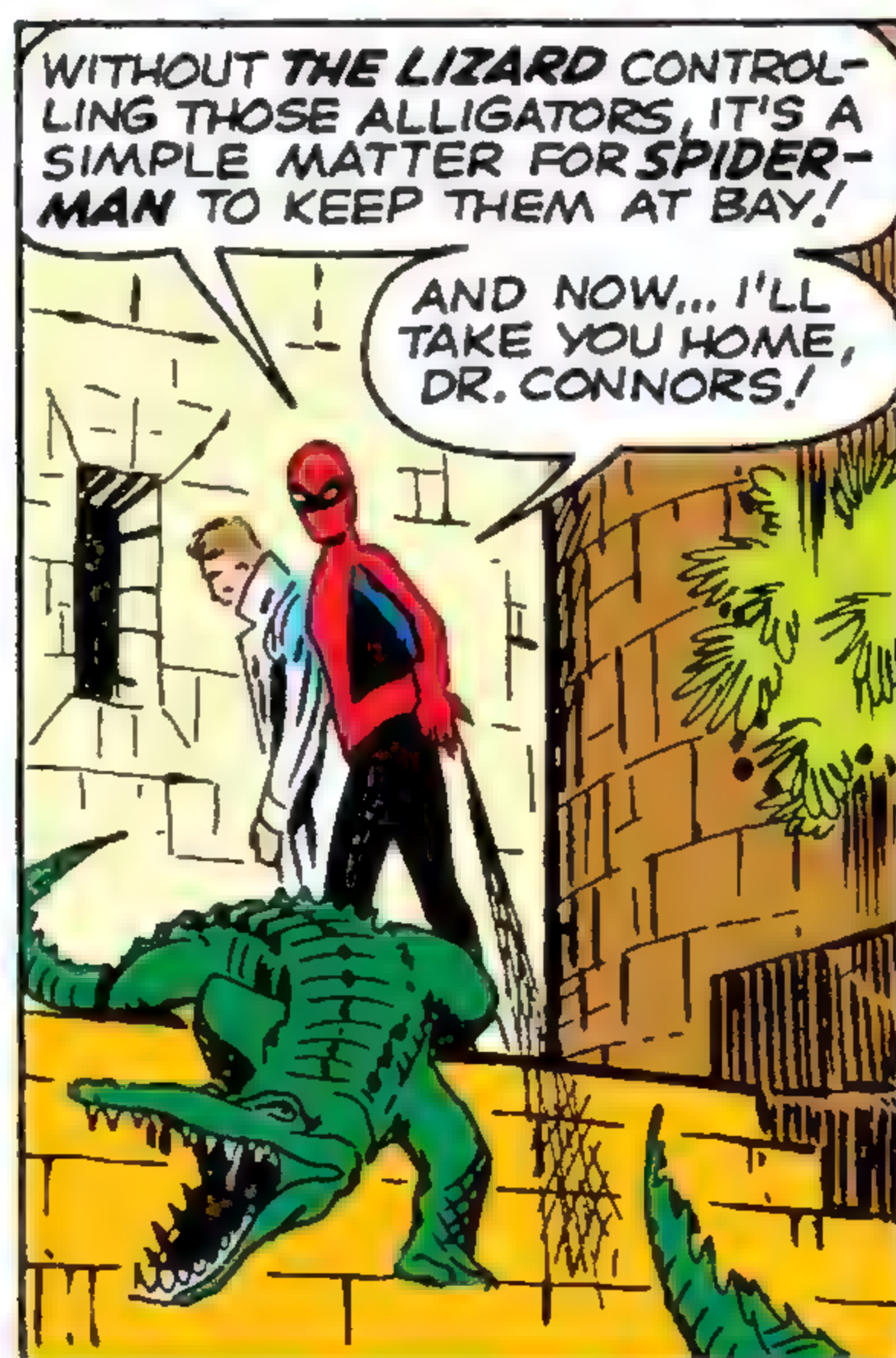
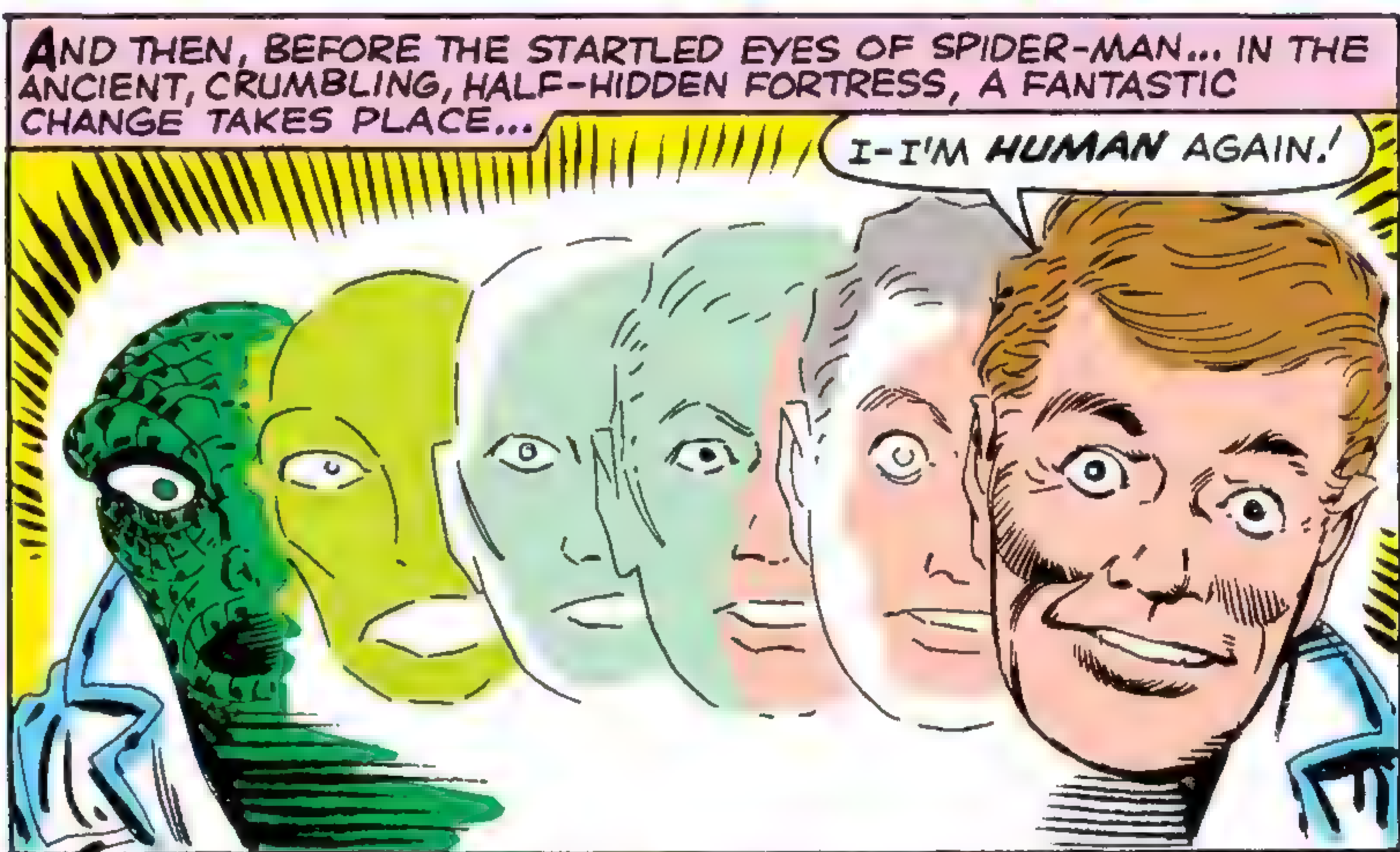
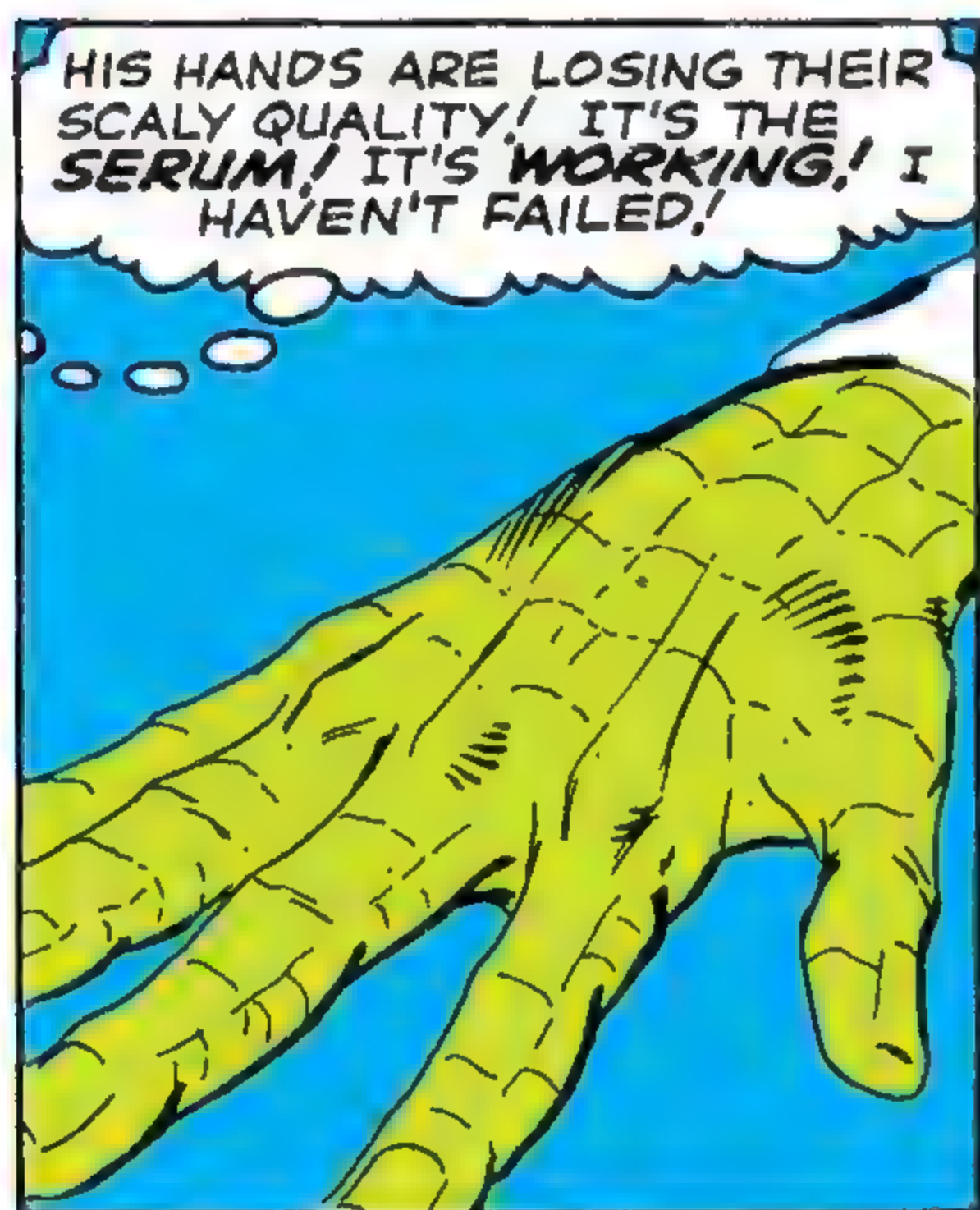


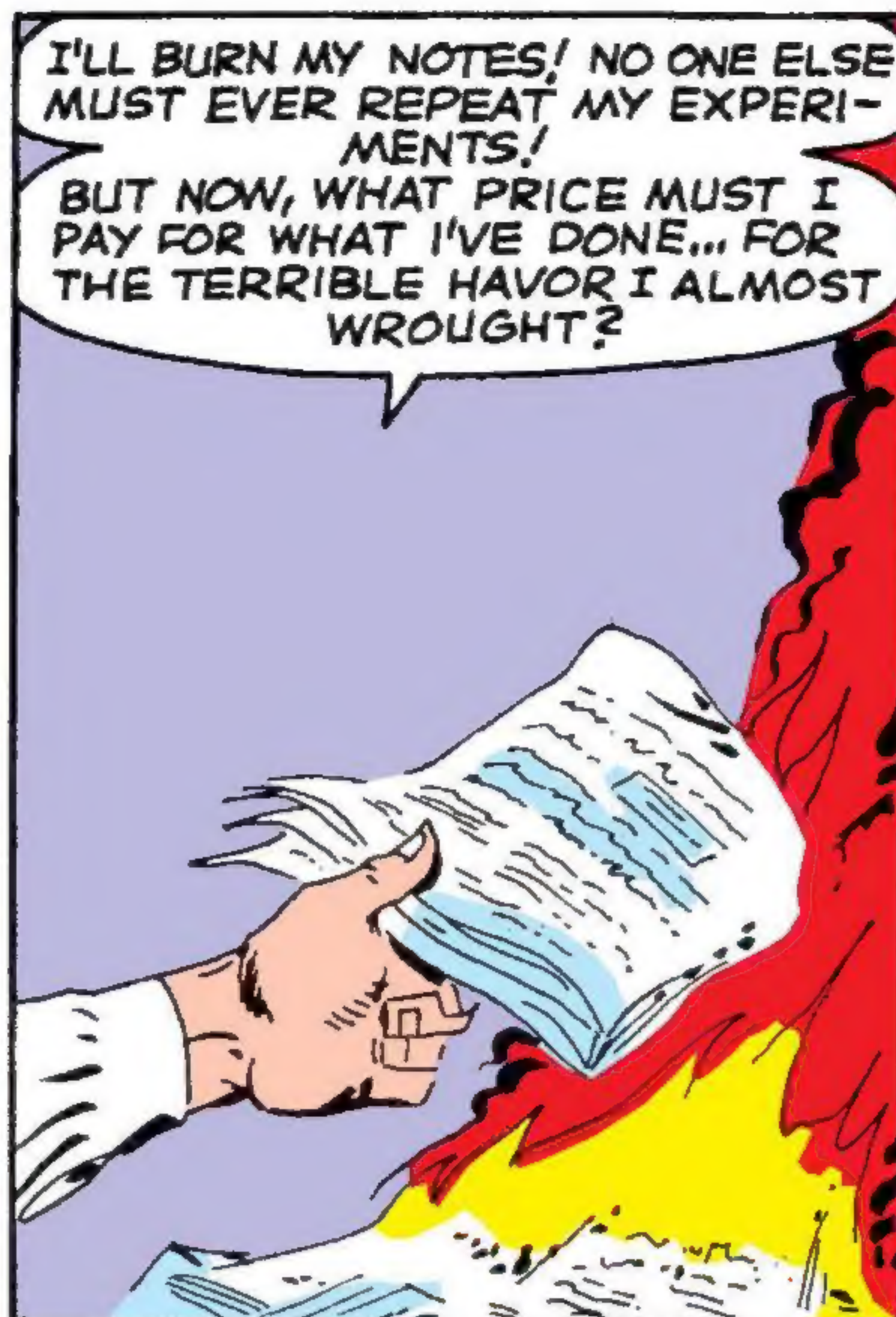
AS SPIDER-MAN PLUNGES TOWARD THE FLOOR BELOW, GRASPING HIS LIFE-SAVING STRAND OF WEB IN ONE HAND, HE LUNGES OUT SKILLFULLY, AND...

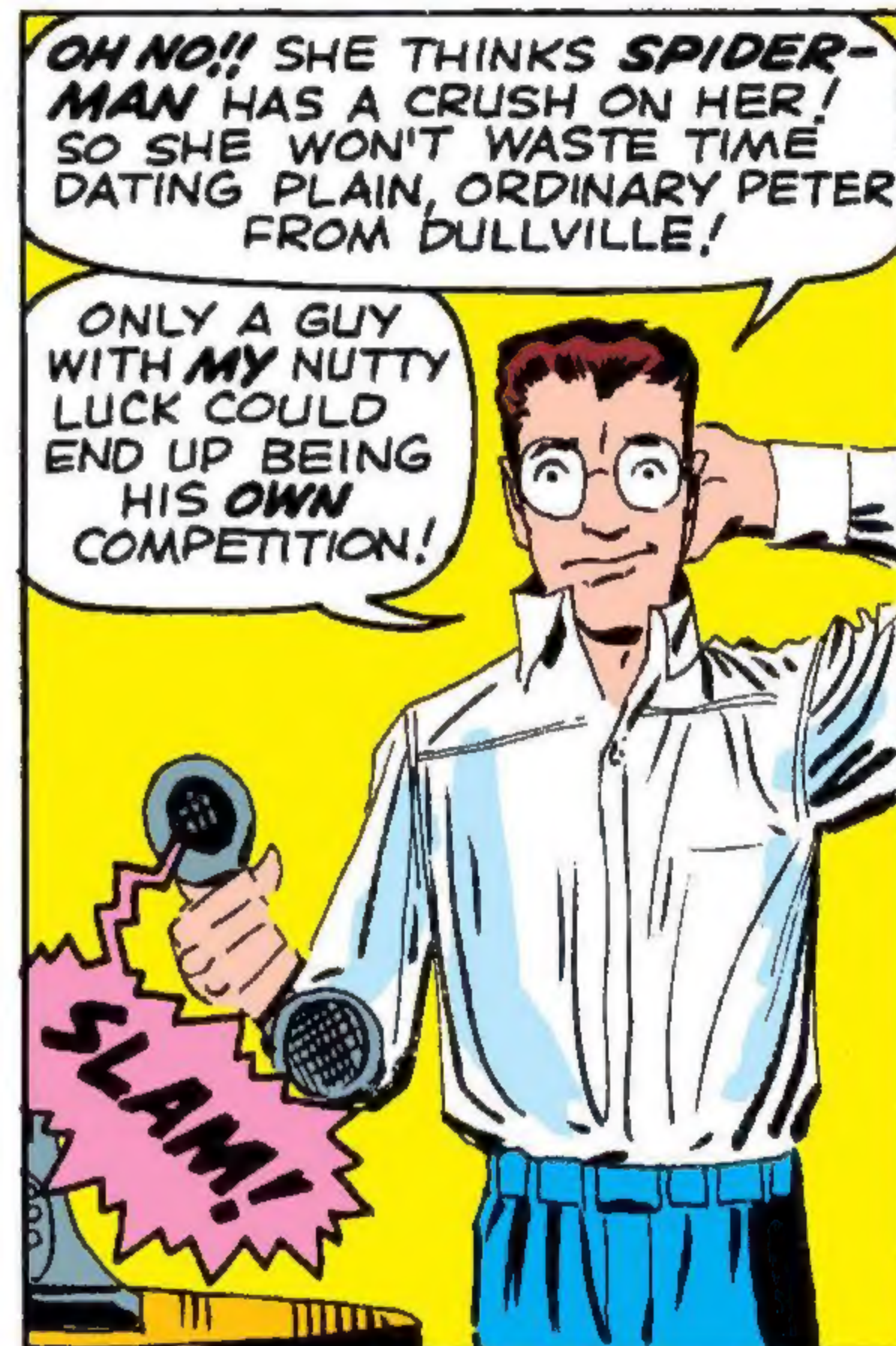
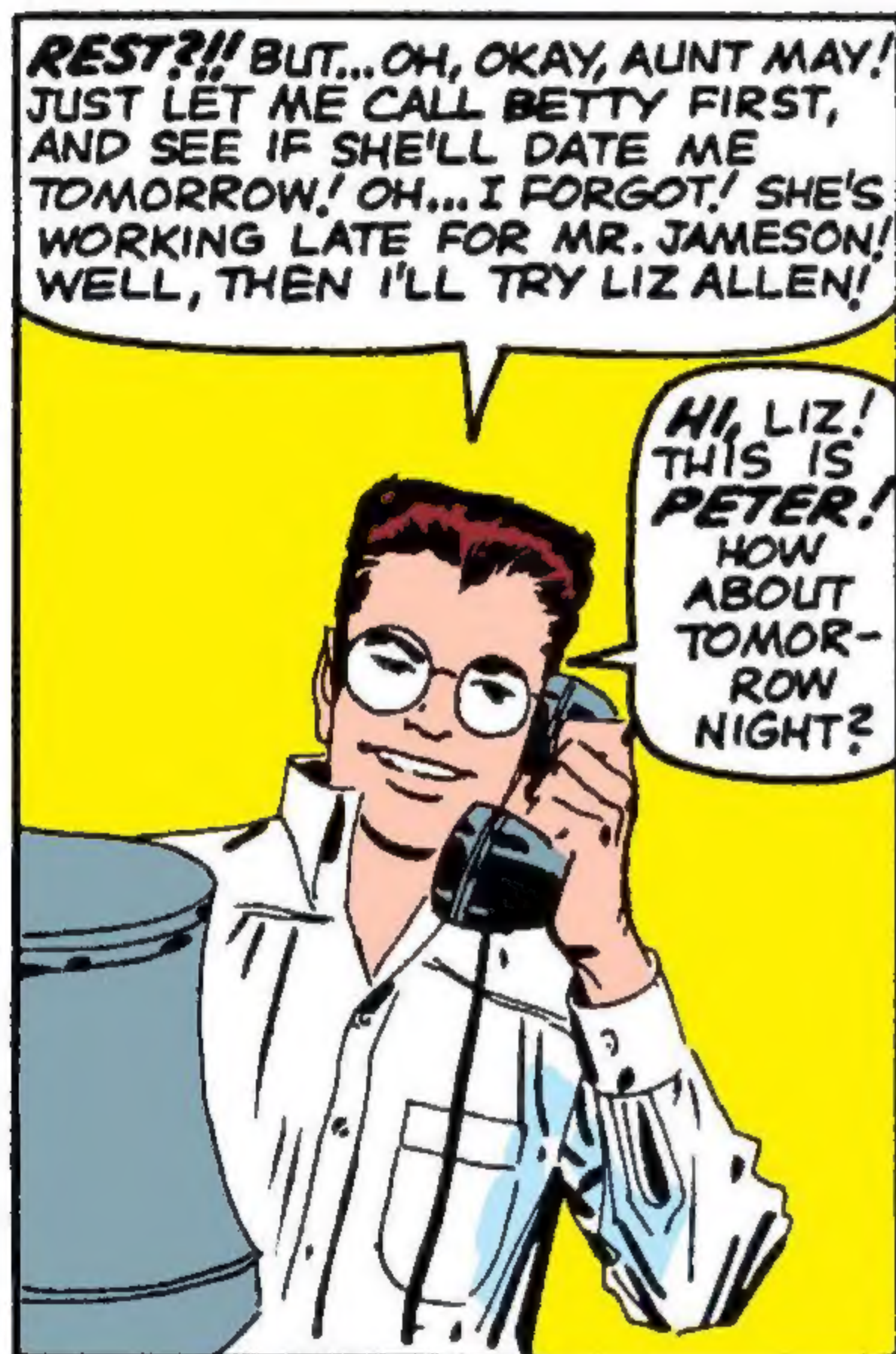


THEN, IN MID-AIR, THE AMAZING COSTUMED CRUSADER SUMMONS ALL HIS SPEED, HIS UNERRING SKILL, HIS LIGHTNING-FAST REFLEXES, AND WHISKS A SMALL VIAL FROM HIS BELT...











SPIDER'S WEB

Dear Stan and Steve,

The truth is I've loved Spider-Man from the very beginning and sincerely hoped he would get his own magazine. Well, I decided to wait until the next issue to send in my verdict. Here is the newly discovered evidence: 1) Issue #3's artwork improved greatly; 2) Issue #3's color schemes were much better; 3) Issue #3's paneling improved. (I especially liked page 9.) Now that I have brought before the court the new evidence, I will give you some helpful (I hope) hints. Keep up the fabulous plots as in issue #3. Also, please keep your human interest gimmicks. Let's have more villains, and keep returning them. Your interesting sub-plots help, too. On the condition that these hints are fulfilled, the prosecuting attorney withdraws all charges and submits this verdict for consideration by the judge, your reader — The verdict is: 'Guilty — guilty of having the greatest comic magazine! The sentence is: Eternity — an eternity of success for Spider-Man. Case is closed.

Ken Dixon
674 Buttonwood Drive
Springfield, Del. Co., Pa.

The FANTASTIC FOUR is trying to appeal the verdict, we hear, but it's too late! Thanks for your unusual way of telling us you like us. (At least, that's what we HOPE you were saying.)

Dear Stan and Steve,

Just bought AMAZING SPIDER-MAN #3 this morning and I can't say I'm sorry! If you can keep up the good work, in a few years you ought to be able to publish it oftener than monthly. But Stan, old boy, you'll have to keep up the story quality! I wish you lots of luck, since you already must have to use a separate typewriter for each hand with all the work you do. (Looks like you get snowed under occasionally and have to use your feet, too — once in a while you do slip; then again, nobody's perfect.) Together, you and Steve have made SPIDER-MAN one of the few books I not only buy regularly, but also enjoy without a sense of disappointment at substandard stories or a closetful of cliches. Sincerest congratulations on your new feature, DR. STRANGE, in STRANGE TALES! If the first story is any indication, you've got another winner on your hands. This is really good!

Phil Castora
Burbank Hotel
Burbank, Calif.

We almost hoped not too many readers would notice DR. STRANGE, so that we could turn out the stories without too much effort. But, the reaction has been far more favorable than we expected, so it looks as though the ol' Master of Black Magic will be a regular feature, which means another headache for us! If you haven't seen him yet, treat yourself to a copy of the latest STRANGE TALES — but only after you've bought SPIDER-MAN, of course!

Dear Stan and Steve,

How do you do it? First, you came out with the F.F., then Ant-Man, Thor, and Iron Man, and now — the best of all — Spider-Man! What a rare character — he sure is neat. I love his origin, his aunt, and especially him. I

liked his idea of joining up with the F.F. My one gripe is his costume. It may be snazzy, but he looks like a criminal in it. Please tell me, is he ever going to be at peace with the world?

John Black
37 Windsor Sq.
Penicuik, Midlothian
Scotland

Never mind YOUR questions! What WE wanna know is: how do you pronounce the name of that town you live in??

Dear Stan and Steve,

AMAZING SPIDER-MAN #3 topped the excellent #2. Although I like two stories in a comic rather than one long one, this story was great. At first, Doctor Octopus looked too crazy, but he turned out to be a great foe. Maybe he should return in a future issue. One of the high points of the story was his crushed spirit at being defeated, and his thoughts of quitting the hero business. It will be a long time before I forget those terrific action scenes on pages 15-19. They were really great. I enjoyed the Human Torch's appearance and I'm glad he didn't play too big a part in capturing Doctor Octopus. My reasons for saying this is since this is Spider-Man's comic, he should have most of the action to himself. I don't agree that Spider-Man should have a secret partner. He wouldn't be the same with one. I like Spider-Man's new sign. The way he flashes it on walls and such gives the story more color (as if you needed it!). I agree that Spider-Man should be published monthly. He is very deserving of it. Finally, the pin-up page was excellent, and it was very skillfully drawn.

Dave Bibby
40 Hillside Ave.
Verona, N. J.

Don't worry, Davey boy — good villains are hard to come by, and when we succeed in creating a few, you can be sure we'll bring them back whenever possible! So don't be surprised if you see Doc Ock (as we call him, here in the bull-pen) coming back for more maypole dances in future issues.

Dear Stan and Steve,

I guess it'll seem kind of funny hearing from the mother of some of your fans, but I'd like to say that I enjoy your comic SPIDER-MAN. I'm not one to interfere in the hopes of others, but I noticed in your fan mail that they are already searching for a secret pal for Spider-Man or trying to push him into the Fantastic Four. He does a mighty fine job alone! Come on, you kids, why not let Spider-Man live his role alone like Richard Diamond?? Don't mess up two mighty fine comics just because Spider-Man goes it alone, huh? I have four daughters who are fans, also. They say they like Spider-Man just as he is . . . only thing they'd like to see is his clobbering Flash, the boy who is always blabbing at him.

Ruth Green
115 Oak Drive
Central Point, Oregon

We're very pleased to announce that we have received many letters from parents, such as Mrs. Green, all with kind words for SPIDER-MAN! As

CONTINUED

for S-M getting any secret partners, the mail so far has been heavily AGAINST the idea, so we have no plans to introduce any secret pals just yet. (Although we like to spring surprises on you from time to time — such as changing ANT-MAN into GIANT-MAN unexpectedly, in TALES TO ASTONISH #49.)

Dear Stan and Steve,

I find your comic simply perfect! Wait a cotton-picking minute now, and let me finish — I don't mean your stories are all perfect — I mean your style is perfect. First of all, I like the idea of your letter column being at the end of the story, hot in the middle. I like the idea of Spider-Man being a teenager and not a full grown man. I like the idea of his costume being completely different with not one thing being a take-off from some other hero. Last, but not least, I like his personal style which is his alone. I very seldom write to a comic but I couldn't resist this letter because of all the perfectly original ideas you have come up with.

Ralph Gershovich
3200 N.W. 189th Terr.
Miami, Fla.

Never mind the soft soap! What do you MEAN our stories aren't all perfect?? For 12¢ do you expect HEMINGWAY?!! (Irving Hemingway, our next door neighbor!)

Dear Stan and Steve,

Please have the Vulture return occasionally to plague Spider-Man. I like the idea of Spider-Man, who can't fly, fighting the Vulture who can. Please don't have Spider-Man win so easily against normal crooks. Please have Dr. Octopus return again, too, and please have SPIDER-MAN monthly. Please tell me why someone hasn't noticed his super-muscles while he is Peter Parker — doesn't his school have Physical Education??

Alan Oberle
760 Oakway Place
Glendale 22, Mo.

Pete's muscles aren't the bulging kind, Alan. Even in Physical Education (known as P.T. in the N.Y. area, for Physical Training) he just looks like a well-built slim teen-ager. Of course, if one should FEEL his muscles, that would be another story!

Dear Stan and Steve,

I just bought SPIDER-MAN #3 and it was great. I'm surprised with each issue that Steve Ditko does such wonderful art. I was happy to see that Steve signed the cover of SPIDER-MAN #2 and #3. I'd like to see this carried over to other MARVEL COMICS. When Joe Sinnott draws a story for JOURNEY INTO MYSTERY I'm not sure if he or Jack Kirby drew the cover. The same is true of TALES OF SUSPENSE. I think that Jack drew the covers, even if Don Heck drew some of the stories, but I could be wrong. If each artist would sign his covers, all we fans would be sure of the artist. Here are a few other items I would like to comment on: don't give Spider-Man a secret partner, let Dick Ayres do more art in STRANGE TALES, and let Prince Namor team up with Spider-Man in a full length adventure. Next to Dr. Doom, Dr. Octopus is in second place as far as villains go — the reason is his having such different powers — and in third place is the Vulture. What I'd like to see is the F.F. battling Dr. Octopus and the Vulture together. I bet the Thing would have his hands full trying to hold Dr. Octopus. This would give Spider-Man a chance to get a crack at Dr. Doom. The Torch should be added and make it a book length adventure. I'd also like to see Spider-Man guest star with the Torch in STRANGE TALES, and have Dick Ayres do the art for both. Since both Spider-Man and the Torch are teenagers, they should be featured together every once in a while. They would make a great team! Thanks for letting me bend your ear.

Gerry Johnson
30A Bayview Place
Superior, Wisc.

BEND it? You practically BROKE it! The reason we don't usually have artists sign the covers,

Gerry, is that they often represent the work of MANY men. One might do the rough layout — another the pencilling — then, we might decide to change a figure or two and still another artist might make the correction — ditto for the inking. However, when one man does the whole thing as Steve did on the covers you mentioned, he usually DOES affix his signature! There! That ought to pretty well confuse everybody!

Dear Stan and Steve,

PHOOEY! With complaints, that is. I hate all those know-it-all and I-want-to-make-a-comment readers. In the first SPIDER'S WEB there were only two letters I completely agreed with and these were the ones written by Jerome Haro and Bill Ryan. Bill's letter wasn't "suggestions," as he put it, but praises telling you to keep up the good work. Fred Bronson and his "normal superhero." Bah! It clearly states in the first issue that "there's never been a hero like Spider-Man!" Frank Glen can take that "full of pity" letter and stand in the corner. Let Spider-Man stay as he is. Phil Leibfred should learn that a hero like S-M will live on the pages of a comic book as long as someone is there to draw him. Your plots are terrific, so go tell Buddy Saunders to soak his head. Secret partner, be hanged . . . the only partner Spider-Man could have is Ant-Man. You can also tell any "middle of the road" readers to take a long walk off a short pier. Your book is the greatest. Keep up the good work!

Paul McDonough
5 Cherry St.
Hartford 6, Conn.

We appreciate your praise, Paul, but in all honesty, we like the letters of complaint, too. Many times the complaints of our readers are well-founded, as our steady fans know, we have made many changes over the past months based on readers' comments — and will continue to do so in the future. Our one job — our ONLY job — is to please YOU, the wonderful, loyal fans who make our mags possible.

SPECIAL ANNOUNCEMENTS SECTION:

- A personal message to our readers, from Stan and Steve: We've been in the business of creating comics for many years. During that time we've had quite a few hits (and our share of duds, too!) But no successful mag has ever given us the pleasure, or the THRILL, which we get from seeing how you, the magazine readers, have made SPIDER-MAN the success story of '63! Just as he seems to appeal to YOU, he appeals to US the same way! We really ENJOY writing and drawing his adventures, and we want to repeat that your letters mean a lot to us — we read every single one — and we feel that a great deal of Peter Parker's growing fame is due to your intelligent suggestions and sincere criticism. So, from the bottom of our hearts to the tips of our ink-stained fingers — many many heartfelt thanks to you, from Stan and Steve!
- By now, you have probably seen S-M's appearance in STRANGE TALES ANNUAL #2, and FANTASTIC FOUR ANNUAL #1. If you haven't, we suggest you try to find a copy. (Not as easy as it sounds — they're already sold out in some areas.) We're anxious to hear how you like his guest appearances in other mags, and if you'd like to see more of the same.
- Well, let's all put away our little webs and resume our normal identities again, until we meet here next ish for more of SPIDER-MAN'S own brand of super-excitement!

